

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) (“FSMA”) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or transferred all of your Ordinary Shares, please send this document and the accompanying Form of Proxy, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

HELPHIRE GROUP PLC

(Incorporated in England and Wales under the Companies Act 1985 (as amended) with registered no. 3120010)

**PROPOSED SHARE CAPITAL REORGANISATION,
NOTICE OF GENERAL MEETING
AND
CHANGE OF COMPANY NAME**

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 3 to 5 (inclusive) of this document and which recommends you to vote in favour of the Resolution to be proposed at the General Meeting.

The Notice of General Meeting to be held at the offices of Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA at 10:00 a.m. on 23 May 2014, is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Registrar, Capita Asset Services, at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF by no later than 10:00 a.m. on 21 May 2014 (or, in the case of an adjournment of the General Meeting, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

If you hold your Ordinary Shares in uncertificated form (that is, in CREST) you may vote using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual (please also refer to the accompanying notes to the Notice of General Meeting set out at the end of this document). Proxies submitted via CREST must be received by the Company’s agent (ID RA10) by no later than 10:00 a.m. on 21 May 2014 (or, in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting).

The completion and return of a Form of Proxy or use of the CREST Proxy Voting service will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2014

Circular and Form of Proxy posted to Shareholders	1 May
Latest time and date for receipt of completed Forms of Proxy	10:00 a.m. on 21 May
General Meeting	10:00 a.m. on 23 May
Change of Company name effective	23 May
Record Date for Share Capital Reorganisation	5:00 p.m. on 23 May
Dealings in the New Ordinary Shares on AIM expected to commence	8:00 a.m. on 27 May
Credit of CREST accounts in the New Ordinary Shares	27 May
Expected date by which certificates in respect of New Ordinary Shares are to be despatched to Shareholders	by 10 June

1. Each of the times and dates above are indicative only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
2. All of the above times refer to London time unless otherwise stated.
3. All events listed in the above timetable following the General Meeting are conditional on the passing at the General Meeting of the Resolution.

LETTER FROM THE CHAIRMAN OF HELPHIRE GROUP PLC

(Incorporated in England and Wales under the Companies Act 1985 (as amended) with registered no. 3120010)

Directors:

Avril Palmer-Baunack (Non-executive Chairman)
Martin Ward (Chief Executive Officer)
Stephen Oakley (Chief Financial Officer)
Mark McCafferty (Non-executive Director)
John Davies (Non-executive Director)

Registered office:

Pinesgate
Lower Bristol Road
Bath
BA2 3DP

1 May 2014

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

Dear Shareholder

PROPOSED SHARE CAPITAL REORGANISATION, GENERAL MEETING AND CHANGE OF COMPANY NAME

1. Introduction

Your Board has, today, announced its intention to:

- reorganise the Company's share capital on the basis of 1 New Ordinary Share for every 10 Existing Ordinary Shares in order to streamline the Company's capital base and allow its shares to trade in a more conventional price range; and
- change the Company's name from Helphire Group plc to Redde plc, reflecting the development of the Group beyond the provision of replacement vehicles into a broader range of accident management services.

The purpose of this letter is to provide you with information on the plans and proposals, to explain why your Board considers them to be in the best interests of the Company and Shareholders as a whole, and to recommend that you vote in favour of the Resolution to be proposed at the General Meeting.

We will be seeking your approval of the Share Capital Reorganisation at the forthcoming General Meeting and your attention is drawn specifically to the Resolution to be proposed at that meeting, details of which are set out below.

2. Proposed Share Capital Reorganisation

The Board is proposing a consolidation of the Existing Ordinary Shares in order to reduce the number of Ordinary Shares in issue. The Directors believe that the Share Capital Reorganisation will lead to more meaningful earnings per share figures and result in a market price of the New Ordinary Shares that is more appropriate for a company of Helphire's size and profile. The Share Capital Reorganisation should also streamline the Company's share register, resulting in some saving of administrative costs and management time.

The effect of the Share Capital Reorganisation is that every 10 Existing Ordinary Shares will be consolidated into 1 New Ordinary Share.

a) Share Rights

The rights attaching to the New Ordinary Shares will be the same as those applying to the Existing Ordinary Shares including, without limitation, the same voting, dividend and other rights.

The effect of the Share Capital Reorganisation will be that each New Ordinary Share held by Shareholders will have a nominal value of 0.1 pence and, subject to the information set out below in relation to fractional entitlements, each Shareholder's proportionate interest in the Company's

issued ordinary share capital will remain the same. However, the market price of a New Ordinary Share immediately after completion of the Share Capital Reorganisation is expected to be 10 times that of an Existing Ordinary Share immediately prior to the Share Capital Reorganisation.

Following the Share Capital Reorganisation, the Existing Ordinary Shares will no longer exist. New share certificates in respect of New Ordinary Shares are expected to be posted, at the risk of Shareholders, by no later than 10 June 2014 to those Shareholders who currently hold their Existing Ordinary Shares in certificated form. These will replace existing certificates which should be destroyed. Pending the receipt of new certificates, transfers of New Ordinary Shares held in certificated form will be certified against the register of members of the Company. The New Ordinary Shares have been allocated new stock identification codes as follows: SEDOL code (REDD) and ISIN code (GB00BLWF0R63).

In the case of Shareholders who hold their shares through the CREST system, the New Ordinary Shares will be credited to CREST accounts on 27 May 2014.

If the Resolution is passed by the requisite majority, the New Ordinary Shares will be admitted to trading on AIM. It is anticipated that Admission will occur on 27 May 2014.

b) Fractional Entitlements

Shareholders should be aware that if they hold fewer than 10 Existing Ordinary Shares, following the Share Capital Reorganisation they will cease to be a shareholder in the Company and they will not receive any New Ordinary Shares and therefore will not be entitled to New Ordinary Shares under the Share Capital Reorganisation.

Where Shareholders are entitled to a fraction only of a New Ordinary Share, such fractions will be aggregated so as to form Whole New Ordinary Shares and sold in the market. In light of the very small value of such fractional holdings (i.e. between approximately 6 pence and 54 pence at the current market price), for purely economic reasons, the Directors have decided, in exercise of their discretion under Article 6.2 of the Articles, for the Company to retain the proceeds of such sale.

c) Effect on Employee Share Schemes

The Company operates two executive incentive schemes: the B Share Scheme and the Helphire Group plc 2013 Executive Incentive Plan.

In accordance with the terms of such schemes, alterations to the number of shares held by participants, the awards made by the Company pursuant to such schemes, related exercise prices and hurdles will be made to take into account the effect of the Share Capital Reorganisation.

3. Change of Company Name

The Board hereby gives notice to the Shareholders that, in accordance with the power granted to the Board under Article 79 of the Articles, the Board has resolved to change the Company name to Redde plc with effect from 23 May 2014.

The Group's activities extend beyond the provision of replacement, hire vehicles and, particularly following the recent acquisition of the New Law group of companies, encompass a range of services designed to restore the customer to their position prior to an accident or event. Your Directors consider that this new name, which is associated, in Latin, with the concept of restoration, more appropriately describes the Group's enlarged field of activities and now better reflects the strategic aims and wider business focus of the Group.

4. General Meeting

As explained above, the proposed Share Capital Reorganisation is subject to the approval of Shareholders in general meeting. A notice convening the General Meeting of the Company, to be held on 10:00 a.m. at 23 May 2014 at the offices of Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA, is set out at the end of this document.

5. Action to be taken

You will find a Form of Proxy for use in connection with the General Meeting enclosed with this Document. The Form of Proxy should be completed in accordance with the instructions printed

thereon, whether or not you intend to be present at the General Meeting, and returned to the Company's registrars, Capita Asset Services, at PXS1, 34 Beckenham Road, Beckenham BR3 4ZF, as soon as possible and in any event, to be valid, so as to be received no later than 10:00 a.m. on 21 May 2014. Completion and return of the Form of Proxy will not prevent you from attending the General Meeting and voting in person, if you so wish.

6. Recommendation

Your Board considers that the Resolution to be proposed at the General Meeting is in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolution as they intend to do in respect of their own beneficial holdings in respect of which they have the power to exercise or direct the exercise of voting rights amounting in aggregate to 2,082,803 Existing Ordinary Shares, representing approximately 0.76 per cent of the current issued ordinary share capital of the Company.

Yours faithfully

Avril Palmer-Baunack
Chairman

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires:

“Act”	the Companies Act 2006, as amended
“Admission”	the admission to trading on AIM of the New Ordinary Shares
“AIM”	AIM, a market operated by London Stock Exchange plc
“Articles” or “Articles of Association”	the articles of association of the Company in force at the date of this document
“Board” or “Directors”	the board of directors of the Company
“Company” or “Helphire”	Helphire Group plc
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form in respect of which Euroclear UK & Ireland Limited is the operator (as defined in the CREST Regulations)
“Existing Ordinary Shares”	the existing ordinary shares of 0.01 pence each in the capital of the Company
“Form of Proxy”	the form of proxy for use in connection with the General Meeting
“General Meeting”	the general meeting of the Company to be held 10:00 a.m. on 23 May 2014 (or any adjournment of it), notice of which is given in this document
“Group”	the Company and its subsidiary undertakings from time to time
“New Ordinary Shares”	the new ordinary shares of 0.1 pence each in the capital of the Company to be created pursuant to the Share Capital Reorganisation
“Notice”	the notice convening the General Meeting which accompanies this Letter
“Ordinary Shares”	the Existing Ordinary Shares or the New Ordinary Shares as the context requires
“Record Date”	5:00 p.m. on 23 May 2014, being the time and date at which the Share Capital Reorganisation is calculated
“Resolution”	the resolution set out in the Notice
“Share Capital Reorganisation”	the proposed share consolidation as set out in Resolution
“Shareholders”	the holders of Ordinary Shares

HELPHIRE GROUP PLC

(Incorporated in England and Wales under the Companies Act 1985 (as amended) with registered no. 3120010)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held in accordance with the Act and the Articles at the offices of Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA on 23 May 2014 at 10:00 a.m. to consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company.

Terms defined in the circular of which this notice forms part shall have the same meaning in this notice.

ORDINARY RESOLUTION

THAT, subject to and conditional on the admission of the New Ordinary Shares to trading on AIM, a market of London Stock Exchange plc, becoming effective, each of the ordinary shares of 0.01 pence each in the capital of the Company (the “**Existing Ordinary Shares**”) shall be consolidated into ordinary shares of 0.1 pence each in the capital of the Company (the “**New Ordinary Shares**”) on the basis of 10 Existing Ordinary Shares being consolidated into 1 New Ordinary Share, each New Ordinary Share having the same rights as the Existing Ordinary Shares provided, that:

- (a) where such consolidation results in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other members of the Company may be entitled; and
- (b) the directors of the Company be and are hereby authorised to sell (or appoint any other person to sell to any person), on behalf of the relevant members, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person and that the Company may retain the proceeds of such sale of such New Ordinary Shares representing such fractions; and
- (c) any director of the Company (or any person appointed by the directors of the Company) shall be and is hereby authorised to execute an instrument of transfer in respect of such New Ordinary Share on behalf of the relevant members and to do all acts and things the directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.

BY ORDER OF THE BOARD

Nicholas Paul Tilley
Company Secretary

Dated: 1 May 2014

Registered office:
Pinesgate
Lower Bristol Road
Bath
BA2 3DP

Registered in England and Wales No. 3120010

Notes

1. As at the date of this notice, the issued share capital of the Company was 2,726,637,393 ordinary shares and 104,109,091 B shares in both cases of 0.01 pence each but the total number of voting shares was 2,726,637,393.
2. 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 a.m.-5.30 p.m. Mon-Fri, or +44 208639 3399 if calling from overseas).
3. 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 PXS1, 34 Beckenham Road, Beckenham BR3 4ZF no later than 10:00 a.m. on 21 May 2014, 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.
4. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 12 below) will not prevent a member attending the meeting and voting in person if he/she wishes to do so.
5. 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.
6. A shareholder must inform the Company's registrars in writing no later than 10:00 a.m. on 23 May 2014 of any termination of the authority of a proxy.
7. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.
8. 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).
9. 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.
10. If you appoint a proxy to vote on your behalf at this General Meeting, your voting rights will revert to you at the conclusion of the General Meeting or any adjournment of the General Meeting.
11. To be entitled to attend and vote at the 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 p.m. on 21 May 2014 (or, in the event of any adjournment, 6.00 p.m. 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 General Meeting.
12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this 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.
13. A copy of this notice of meeting can be found at www.helphire.co.uk/ir in accordance with the requirements of the AIM Rules for Companies.
14. 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.