

---

## NOTICE OF MEETING

---

**Notice is hereby given that the ninetieth Annual General Meeting of Dewhurst plc will be held at the registered office, Melbourne Works, Inverness Road, Hounslow, Middlesex TW3 3LT on 28 January 2010 at 11:00 am for the following purposes:**

- 1 To receive and adopt the statement of accounts for the year ended 30 September 2009 and the reports of the directors and auditor thereon.
- 2 To declare and approve a final dividend on the Ordinary and 'A' ordinary shares.
- 3 To re-elect as a director Dr M D White, who retires by rotation under the Articles of Association.
- 4 To re-elect as a director Mr R Young, who retires by rotation under the Articles of Association.
- 5 To re-appoint Chantrey Vellacott DFK LLP as auditor at a fee to be agreed by the directors.
- 6 As special business to consider and, if thought fit, pass the following ordinary resolution: that the company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of up to an aggregate of 496,380 Ordinary shares and 780,330 'A' non-voting ordinary shares of 10p each (representing 15% of the issued share capital) in the company at a price per share (exclusive of expenses) of not less than 10p and not more than 105% of the average of the middle market quotations for such Ordinary and 'A' non-voting ordinary shares, as derived from the Stock Exchange Daily Official List, for the ten dealing

days immediately preceding the day of the purchase; such authority to expire at the conclusion of the Annual General Meeting to be held in 2011, save that the company may purchase shares at any later date where such purchase is pursuant to any contract made by the company before the expiry of this authority.

- 7 To transact any other ordinary business of the company.

By order of the board

**Jared Sinclair**  
Secretary

31 December 2009

## Notes

- 1 A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him or her. A proxy need not also be a member of the company. The instrument appointing a proxy should be deposited with the secretary at Melbourne Works, Inverness Road, Hounslow, Middlesex TW3 3LT, at least 48 hours before the time appointed for holding the meeting. **'A' non-voting ordinary shares do not carry the right to attend or vote at meetings of the company.**
- 2 There will be available for inspection at the company's registered office between 9:30 am and 4:30 pm Monday to Thursday and between 9:30 am and 12:30 pm on Friday, public holidays excluded, from 4 January 2010 to 27 January 2010 inclusive, and on the day of the Annual General Meeting from 10:45 am until the conclusion of that meeting, a statement of transactions of each director (and, so far as he can reasonably ascertain, of his family interests) in the share capital of the company and its subsidiaries
- 3 The transfer books of the company will be closed at 3:00 pm on 8 January 2010.