

## NOTICE OF ANNUAL GENERAL MEETING

# BWA GROUP PLC

*(Incorporated in England and Wales under the Companies Act 1929 with registered number 0255647)*

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of the Company will be held at the offices of Bircham Dyson Bell LLP, 50 Broadway, London SW1H 0BL on 24 November 2014 at 11.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary and special resolutions as set out below:

### ORDINARY RESOLUTIONS

- 1 To receive the audited Financial Statements for the year ended 30 April 2014, together with the directors' and auditors' reports thereon.
- 2 To re-appoint Additions Chartered Accountants as the auditors of the Company and to authorise the Directors to agree their remuneration.
- 3 That:
  - 3.1 the period during which the Company is required to complete a material acquisition or investment before a resolution is proposed to either approve an extension to that period or for a members' voluntary liquidation of the Company (pursuant to Part IV of the Insolvency Act 1986) and the return of funds (after payment of the expenses and liabilities of the Company) to the shareholders pro rata to their respective shareholdings, be and is hereby extended to 31 December 2015; and
  - 3.2 the directors be and are hereby authorised to continue to seek out potential acquisition and/or investment opportunities on behalf of the Company during that period ending on 31 December 2015.
- 4 That, in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**"), the Directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (**Rights**) up to an aggregate nominal amount of £1,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2015 or, if earlier, the conclusion of the Company's next annual general meeting save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

### SPECIAL RESOLUTION

- 5 That, subject to the passing of resolution 7, the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by resolution 3 or by way of a sale of treasury shares, as if section 561(1)

of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- 5.1 the allotment of equity securities in connection with an offer by way of a rights issue to the holders of:
- (a) ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - (b) other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- 5.2 the allotment (otherwise than pursuant to paragraph 8.1 above) of equity securities up to an aggregate nominal amount of £300,000.

The power granted by this resolution 8 will expire on 31 December 2015 or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

*By order of the Board*

James Butterfield  
Secretary

*Registered Office*  
50 Broadway  
London  
SW1H 0BL

23 October 2014

**Notes:**

**Appointment of proxies**

- 1 If you are a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 2 A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the annual general meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights

attached to any one share. To appoint more than one proxy, please contact the Companies Registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, or by telephone on 01252 821390.

- 4 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you select either the “Discretionary” option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.

#### **Appointment of proxy using hard copy proxy form**

- 5 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232;
- alternatively, the completed proxy form can be scanned and emailed to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com); and
- received by Share Registrars Limited no later than 11.30 a.m. on 20 November 2014, being 48 hours (excluding non-business days) prior to the Meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must accompany the proxy form.

#### **Joint holders**

- 6 In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the first named on the register of members shall be accepted to the exclusion of other joint holders.

#### **Changing proxy instructions**

- 7 To change your proxy instructions simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited at the address set out above.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

- 8 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9

7LL. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid. Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the annual general meeting in person, your proxy appointment will automatically be terminated.

### **Communication**

9 You may not use any electronic address provided either:

- in this notice of Annual General Meeting; or
- any related Documents (including the chairman's letter and proxy form),

to communicate with the Company for any purposes other than those expressly stated.

### **Current issued share capital**

10 As at 5.00 p.m. on 22 October 2014, being the last business day prior to the date of posting of this notice of Meeting, the Company's issued share capital comprised 112,157,725 Ordinary Shares of 0.5p each. Each Ordinary Share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on the last business day immediately prior to the date of posting of this notice of meeting is 112,157,725.