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If you have sold or otherwise transferred all of your registered holding of ordinary shares of 0.5p each ("Ordinary Shares") in BWA Group Plc ("BWA" or the "Company"), please immediately forward this Document together with the accompanying Form of Proxy to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

BWA GROUP PLC

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

Notice of Requisitioned Meeting **Directors' unanimous recommendation to vote** **AGAINST** **the Requisitioned Resolutions**

Notice of a Requisitioned Meeting of the Company, to be held at the offices of Bircham Dyson Bell LLP, 50 Broadway, London SW1H 0BL at 10.00 a.m. on 31 March 2011, is set out at the end of this Document.

You will find enclosed a Form of Proxy for use at the Requisitioned Meeting that you are requested to complete. The Form of Proxy, to be valid, should be completed, signed and returned to the Company's registrars, Share Registrars Limited, Proxy Department, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL in accordance with the instructions printed on it as soon as possible and, in any event, so as to be received no later than 10.00 a.m. on 29 March 2011, being 48 hours before the time appointed for the holding of the meeting.

The completion and return of a Form of Proxy will not preclude shareholders from attending the Requisitioned Meeting and voting in person, should they wish to do so.

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LETTER FROM THE DIRECTORS OF BWA

BWA GROUP PLC

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

Directors:

RG Battersby, BA, FCA, JDipMA (*Non-executive Chairman*)
JMV Butterfield, BSc (Econ), MBA (*Non-executive Director*)
MA Borrelli, BA (Econ), FCA (*Non-executive Director*)

Registered Office:

50 Broadway
London
SW1H 0BL

16 March 2011

To the holders of Ordinary Shares (“Shareholders”)

Dear Shareholder

Notice of Requisitioned Meeting

Directors’ unanimous recommendation to vote

AGAINST

the Requisitioned Resolutions

1. Introduction

On 22 February 2011, the directors of the Company (the “Directors”) received a requisition (the “Requisition”) from Webb Capital Plc (“Webb Capital”) and Mr Peter Webb (together, the “Requisitioners”), both registered as shareholders of the Company and together holding or representing at least 5 per cent. of the issued share capital of the Company at the time the Requisition was made.

The Requisition requires the Directors to call a general meeting (the “Requisitioned Meeting”) for the purpose of proposing the ordinary resolutions numbered 1 to 6 on the Notice of Meeting (the “Requisitioned Resolutions”) as demanded by the Requisitioners. A notice convening the Requisitioned Meeting for 10.00 a.m. on 31 March 2011 is set out on page 7 of this document.

An additional resolution, numbered 7, (the “Continuation Resolution”) is being proposed by the Directors at the Requisitioned Meeting to authorise the Directors to continue with their pursuit of the Company’s stated investment strategy.

The purpose of this letter is to explain why the Directors strongly believe that the Requisitioned Resolutions are not in the best interests of the Company and its Shareholders and to recommend unanimously that Shareholders vote AGAINST THE REQUISITIONED RESOLUTIONS and for the Continuation Resolution at the Requisitioned Meeting.

2. Requisitioned Meeting

In accordance with the provisions of section 303 of the Companies Act 2006 (as amended) the Directors are required to call a general meeting if the Company receives a request from one or more shareholders representing at least 5 per cent. of the paid up capital of the Company which carries 5 per cent. or more of the voting rights at general meetings at the time the request is made.

The Requisition received by the Company complies with the Companies Act 2006 (as amended) and you will therefore find set out at the end of this document a notice convening the Requisitioned Meeting, which is to be held at the offices of Bircham Dyson Bell LLP, 50 Broadway, London SW1H 0BL at 10.00 a.m. on 31 March 2011.

The Requisitioned Resolutions, which are set out in full in the Notice of Meeting, propose, *inter alia*, that Richard Battersby and James Butterfield are removed as Directors; that Peter Webb and Dwight Mighty of Webb Capital be appointed as directors of your company in their place and that Peter Webb be appointed Chairman.

3. Reasons Given for the Requisition

A letter from Mr Webb setting out his reasons for the Requisition accompanies this document.

4. Directors' Response to the Requisition

Investment Strategy

Mr Webb's main argument is that the investments made by the Company to date do not meet the investment criteria set out on the Company's admission to PLUS last year. The Directors do not agree. On applying to be admitted to trading on the PLUS-quoted Market, the Company confirmed that its investment strategy was, *inter alia*, to:

"acquire minority or passive stakes in the securities of other businesses"

A number of investments have been made to date, all of which have been minority, passive stakes which the Directors believe could generate significant returns for Shareholders. All of these investments are entirely consistent with the element of the investment strategy referred to above. As a result of investments like these and certain successful realisations, the Directors are pleased to have been able to report a profit before taxation for the six months ended 31 October 2010 and they expect to report continued progress in the full year results.

The most recent investment by the Company was announced on 14 March 2011. The Company has committed £25,000 to Zyzygy plc ("Zyzygy") to pay for certain fees and expenses of Zyzygy in connection with its proposed restructuring. This restructuring includes an open offer at 0.25p per ordinary share and a capital reorganisation to allow Zyzygy to apply for admission to trading on the PLUS-quoted Market as an Investment Vehicle. On 17 January 2011, Richard Battersby was appointed as non-executive Chairman of Zyzygy and James Butterfield was appointed as a non-executive director of Zyzygy to assist with these proposals.

In return for its commitment of £25,000, BWA is entitled to receive 25,000,000 new ordinary shares in Zyzygy after that company's general meeting on 4 April 2011. BWA is also to receive a fee of £50,000 for its services to Zyzygy, which is to be settled by the issue of 50,000,000 additional new ordinary shares in Zyzygy. All these shares will be allotted to BWA at par value of 0.1p per share.

The Company's investment strategy also encompasses the prospect of larger scale acquisitions and investments and these have been under active consideration in parallel with the investments in minority, passive stakes. Since BWA joined the PLUS-quoted Market, the Directors have considered over 40 such opportunities, introduced either by the Directors

themselves or by their contacts. Indeed, the Directors are at the moment actively considering a potentially attractive investment opportunity which results from an introduction made to James Butterfield by a contact of Peter Webb at a recent reception at Webb Capital.

More importantly, the Directors have continued to focus on maintaining shareholder value throughout this process and have drawn no remuneration in the 12 months since the Company was re-listed, despite the considerable time they have dedicated to finding an appropriate transaction for the Company. They are therefore disappointed at the course of action taken by the Requisitioners and at the costs that the Company will have to bear as a result. These costs are expected to be equivalent to more than six months' overheads for the Company.

Wren Extra Care Group plc ("Wren")

The Directors note Mr Webb's comments in relation to Wren. James Butterfield has kept the Directors informed of the situation at Wren referred to by Mr Webb and the Directors are satisfied that this has no bearing on his role as a Director of BWA. The Directors do not believe that events at Wren provide any valid justification for the making of the Requisition.

Conflict of Interest

The Directors also note Mr Webb's comments about the possible conflict of interest arising from Richard Battersby and James Butterfield being directors of Zyzygy as well as BWA. The Directors believe that it is clear from the announcement of 14 November 2011 that the arrangements with Zyzygy are designed to generate a return, potentially a material one, for shareholders in BWA. The Directors would also point out that Messrs Battersby and Butterfield are not the only directors of Zyzygy and do not have board control of that company.

For the avoidance of any doubt, all three Directors of BWA are fully aware of their responsibilities as directors and appropriate arrangements are in place at the Company to ensure that any genuine conflict is identified and treated appropriately.

The Directors believe that the arguments put forward by Mr Webb are without merit. The Directors note that the Requisitioned Resolutions do not give Shareholders the opportunity to vote on an alternative investment strategy for the Company if control of the Board of BWA changes. The Directors therefore conclude that the Requisition is an attempt to gain control of the Company's strategic direction without making a general offer for the Company. As such, the Directors believe the Requisition Resolutions should be rejected.

5. Continuation Resolution

The Company's admission document dated 12 January 2010 contained the following statement:

"If the Company fails to complete any acquisition or investment as outlined above within 12 months from the date of Admission, the Directors will seek Shareholders' approval for the further pursuit of its investment strategy or a resolution will be proposed for a members' voluntary liquidation of the Company (pursuant to Part IV of the Insolvency Act) and the return of funds (after payment of the expenses and liabilities of the Company) to the Shareholders pro rata to their respective shareholdings."

The 12 month period referred to above commenced on 31 March 2010 and ends on 31 March 2011. The Directors believe that the Company has made good progress in the last 12 months and the Directors are therefore proposing to extend the period for the Company to complete a material acquisition or investment to 31 March 2012. The terms of the proposed extension are set out in Resolution 7 in the Notice of Meeting on page 7 of this document.

6. Irrevocable Voting Undertakings

The Directors are pleased to report that they have received irrevocable undertakings from Shareholders representing approximately 45.44 per cent. of the Company's issued share capital to vote against the Requisitioned Resolutions.

7. Notice of Requisitioned Meeting

A notice convening the Requisitioned Meeting at which the Requisitioned Resolutions and the Continuation Resolution will be proposed is set out on page 7 of this document.

8. Action to be taken

Shareholders, whether or not they propose to attend the Requisitioned Meeting in person, are requested to complete, sign and return the Form of Proxy, in accordance with the instructions printed thereon, so as to be received by the Company's registrars, Share Registrars Limited, Proxy Department, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL as soon as possible and, in any event, by not later than 10.00 a.m. on 29 March 2011. Completion and return of the Form of Proxy will not preclude shareholders from attending and voting at the Requisitioned Meeting in person if they wish to do so.

9. Recommendation

The Directors believe that their broad business experience, together with their extensive network of contacts, means that they are best placed to identify, evaluate and secure appropriate acquisition and/or investment opportunities for BWA.

For this reason and all of the reasons given above, the Directors unanimously believe that the Requisitioned Resolutions are not in the best interests of the Company and its Shareholders and therefore recommend that Shareholders vote **AGAINST all the Requisitioned Resolutions to be proposed at the Requisitioned Meeting.**

The Directors unanimously believe that the Continuation Resolution is in the best interests of the Company and its Shareholders and therefore recommend that Shareholders vote for the Continuation Resolution to be proposed at the Requisitioned Meeting.

The Directors will be voting against the Requisitioned Resolutions and for the Continuation Resolution in respect of their own beneficial holdings of 27,063,258 Ordinary Shares, representing in aggregate approximately 25.65 per cent. of the issued share capital of the Company at the date of this document.

Yours faithfully

Richard Battersby
(Non-executive Chairman)

James Butterfield
(Non-executive Director)

Alex Borrelli
(Non-executive Director)

NOTICE OF REQUISITIONED MEETING

BWA GROUP PLC

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

Notice is hereby given that a Requisitioned Meeting of the Company will be held at the offices of Bircham Dyson Bell LLP, 50 Broadway, London SW1H 0BL on 31 March 2011 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions as set out below:

ORDINARY RESOLUTIONS

1. That JMV Butterfield be and he is hereby removed from office as a director of the Company.
2. That RG Battersby be and he is hereby removed from office as a director of the Company.
3. That any person appointed by the directors as an additional director pursuant to article 82 of the Company's articles of association between the date of this requisition and the conclusion of the Requisitioned Meeting be and is hereby removed from office as a director of the Company.
4. That Peter Webb be and is hereby appointed a director of the Company in place of the director removed pursuant to resolution (1) hereof and/or pursuant to article 80 of the Company's articles of association.
5. That Dwight Patrick Mighty be and is hereby appointed a director of the Company in place of the director removed pursuant to resolution (2) hereof and/or pursuant to article 80 of the Company's articles of association.
6. That, subject to the passing of resolution (4) above, Peter Webb be and is hereby appointed Chairman of the Company.
7. That, subject to Resolutions (1) to (6) above not being passed:
 - 7.1 the 12 month period which commenced on 31 March 2010 and which was referred to in the admission document issued by the Company on 12 January 2010, being the period during which the Company is required to complete a material acquisition or investment, as outlined in the admission document, before a resolution is proposed to either approve an extension to that 12 month 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 hereby is extended to 31 March 2012; and
 - 7.2 the directors be and hereby are authorised to continue to seek out potential acquisition and/or investment opportunities on behalf of the Company during the period ending on that date.

By order of the Board
James Butterfield
Secretary

Registered Office:
50 Broadway
London
SW1H 0BL

16 March 2011

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 Requisitioned 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 Requisitioned Meeting to represent you. Details of how to appoint the Chairman of the Requisitioned 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 Requisitioned 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 Company's Registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL.
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 Requisitioned 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; and
 - received by Share Registrars Limited no later than 10.00 a.m. on 29 March 2011.

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 10.00 a.m. on 29 March 2011.

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 Requisitioned Meeting and voting in person. If you have appointed a proxy and attend the Requisitioned 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 Requisitioned Meeting; or
 - any related Documents (including the letter from the Directors and proxy form),to communicate with the Company for any purposes other than those expressly stated.