

**Zergo Group plc**

**(the "Company")**

(registered in England and Wales under No. 5010663)

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the Company will be held on 25 February 2014 at 11.30 am at the offices of the Company's advisers MXC Capital at 15 Buckingham Gate, London, SW1E 6LB for the following purposes:

**Ordinary Business**

To consider and, if thought fit, pass the following ordinary resolutions:

1. THAT the directors' report and annual accounts and the auditor's report for the financial year ended 31 August 2013 be received.
2. THAT Ian Smith be reappointed as a director of the Company.
3. THAT Simon Duckworth be reappointed as a director of the Company.
4. THAT Grant Thornton UK LLP be reappointed as auditor of the Company from the conclusion of this meeting until the conclusion of the next Annual General Meeting and that the directors be and they are hereby authorised to fix its remuneration.
5. THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ("Act") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into such shares ("Allotment Rights"), but so that the maximum amount of shares that may be allotted or made the subject of Allotment Rights under this authority are shares with an aggregate nominal value of £1,015,530.98 and provided that this authority is for a period expiring on the conclusion of the Company's next Annual General Meeting, but the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the directors may allot shares or grant Allotment Rights in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

**Special Business**

To consider and, if thought fit, pass the following resolutions which shall be proposed as special resolutions:

6. THAT, subject to the passing of the previous resolution, the directors be and they are hereby 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 the previous resolution or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited:
  - (a) to the allotment of equity securities in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
  - (b) otherwise than pursuant to sub-paragraph (a) above, to the allotment of equity securities and the sale of treasury shares up to an aggregate nominal value of £1,015,530.98,

provided that this authority is for a period expiring on 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 equity securities to be allotted or treasury shares to be sold after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement notwithstanding that the power conferred hereby has expired.

7. THAT any general meeting of the Company which is not an Annual General Meeting may be called by not less than 14 clear days' notice.

By order of the Board

JG Esson  
Secretary  
31 January 2014

**Registered Office**

2<sup>nd</sup> Floor, Digital World Centre  
1 Lowry Plaza, The Quays,  
Salford, Manchester  
M50 3UB

**Notes**

1. A form of proxy is enclosed for your use.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (save that you may not appoint more than one proxy to exercise rights attached to any one share) to attend, speak and vote in his or her place. A proxy need not be a member of the Company.
3. To be valid, the form of proxy together with a Power of Attorney or other authority (if any) under which it is signed or a notarially certified copy of such Power of Attorney must be deposited at the offices of the Company's Registrar, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not later than 48 hours before the time appointed for the meeting.
4. Completion of a form of proxy will not preclude a member from attending and voting in person at the meeting should he or she wish to do so.
5. As permitted by regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be entered on the Company's share register at 11.30am on 23 February 2014 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time.
6. The register of directors' interests in the share capital of the Company, together with the directors' service contracts, are available for inspection at the Registered Office of the Company during normal business hours (Saturdays, Sundays and public holidays excepted) from the date of this notice until the meeting closes.
7. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.