

# Notice of Annual General Meeting

**UNIVERSE GROUP plc** (incorporated and registered in England and Wales with registered number 2639726).

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Universe Group plc ("the Company") will be held at the offices of HTEC Limited, Southampton International Park, George Curl Way, Southampton SO18 2RX on 28 June 2011 at 11.00 am for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 7 will be proposed as ordinary resolutions and resolution 8 will be proposed as a special resolution:

## Ordinary Resolutions

1. That the directors' and auditor's reports, the Company's balance sheet and profit and loss account and the consolidated accounts of the Company and its subsidiary undertakings for the year ended 31 December 2010 be adopted.
2. That BDO LLP be appointed as auditors of the Company to hold office for the period prescribed by the Companies Act 2006 ("the Act").
3. That the remuneration of the auditors for the period of their office be such sum as shall be mutually agreed between them and the directors of the Company.
4. That Stephen McLeod be elected as a director having been appointed since the conclusion of the last annual general meeting.
5. That Robert Goddard be elected as a director having been appointed since the conclusion of the last annual general meeting.
6. That Malcolm Coster be re-elected as a director retiring by rotation.
7. That, in substitution for and to the exclusion of all existing authorities but without prejudice to the allotment of any shares already made pursuant thereto, the directors from time to time of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to allot shares (or to grant rights to subscribe for or to convert any security into shares) in the Company up to an aggregate nominal amount of £1,911,742. Such authority, unless previously renewed, extended, varied or revoked by the Company in general meeting, shall expire on the earlier of the date falling 15 months after the passing of this resolution and the conclusion of the Annual General Meeting of the Company to be held in 2012, save that the Company may, prior to the expiry of such period, make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares pursuant to such offer or agreement notwithstanding the expiry of the authority given by this resolution.

## Special Resolutions

8. That, subject to and conditional upon the passing of resolution 7 above and in substitution for and to the exclusion of all existing authorities but without prejudice to the allotment of any equity securities already made pursuant thereto, the directors from time to time of the Company are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment provided that:
  - (a) the power conferred hereby shall expire on the earlier of the date falling 15 months after the passing of this resolution and the date of the Annual General Meeting of the Company to be held in 2012 unless renewed, extended, varied or revoked by the Company in general meeting;
  - (b) the Company may, before the expiry of such authority, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; and

(c) such authority is limited to:

- (i) the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with equity securities representing fractional entitlements and/or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; or
- (ii) the allotment of equity securities up to an aggregate nominal amount of £286,750 pursuant to any employee share option scheme and/or for cash otherwise than pursuant to paragraph (c)(i) above.

By the order of the Board  
Registered Office  
**Universe Group plc**  
Southampton International Park  
Southampton, SO18 2RX  
Date 25th May 2011

## Notes:

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders entered in the register of members of the Company as at 6.00 pm on 26 June 2011 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned, the time which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned meeting is that falling 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
2. Any shareholder who is entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and vote. A proxy need not be a shareholder of the Company. Completion and return of a form of proxy will not preclude a shareholder from attending the Annual General Meeting and voting in person.
3. A form of proxy is enclosed which, to be effective, must be deposited at the office of the Company's registrar, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham BR3 4TU (together with the power of attorney or other authority (if any) under which it is signed or a certified or office copy of the same) by no later than 48 hours before the time of the Annual General Meeting. Details of how to appoint the Chairman of the meeting or another person as your proxy are set out in the notes to the form of proxy. 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.
4. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
5. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. A failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you may result in the appointment being invalid.