

THIS DOCUMENT AND ITS ENCLOSURES ARE IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to immediately seek your own personal financial advice from a stockbroker, solicitor, accountant, or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you sell or have sold or otherwise transferred all of your shares in Eatonfield Group plc prior to 11.00 a.m. on 16 October 2010, please pass this document together with the accompanying Form of Proxy as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. If you have sold or transferred, or sell or transfer as above, only part of your holding of shares in Eatonfield Group plc, please consult the person who arranged the sale or transfer.

Eatonfield Group plc

(incorporated and registered in England and Wales with registered number 5801082)

NOTICE OF GENERAL MEETING REGARDING CAPITAL REORGANISATION, DIRECTORS AUTHORITY TO ALLOT ORDINARY SHARES FOR CASH AND DISAPPLICATION OF PRE- EMPTION RIGHTS

This document should be read as a whole. Your attention is drawn to the letter from the Executive Chairman of the Company which is set out on pages 3 to 6 of this document and which recommends you to vote in favour of the resolutions to be proposed at the General Meeting.

Notice of the General Meeting of the Company to be held at Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarporley, Cheshire, CW6 9TF on 18 October 2010 at 11.00 a.m. is set out at the end of this document. Whether or not you propose to attend the General Meeting, please complete, sign and return the enclosed Form of Proxy in accordance with the instructions printed on it to the offices of the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to arrive as soon as possible, but in any event not later than 11.00 am on 16 October 2010. Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the General Meeting should they choose to do so. Further instructions relating to the Form of Proxy are set out in the notice of General Meeting and in the Form of Proxy itself.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 16 October 2010
Latest time and date for receipt of electronic proxy appointments via the CREST system	11.00 a.m. on 16 October 2010
General Meeting	11.00 a.m. on 18 October 2010
Record date for Capital Reorganisation	5.00 p.m. on 18 October 2010
Capital Reorganisation effective	8.00 a.m. on 19 October 2010

Each of the above times and dates is indicative only and subject to change. If any details in the above timetable should change, the revised times and dates will be notified to Shareholders by means of a Regulatory Information Service. References to times in this document are to London time. All events listed in the above timetable which follow the General Meeting are conditional on the passing of the Resolutions.

Shareholders who hold their Ordinary Shares via the CREST system should inform themselves of the requirement of CREST in relation to electronic proxy appointments.

LETTER FROM THE EXECUTIVE CHAIRMAN

Eatonfield Group plc

(incorporated under the Companies Act 1985 in England and Wales with registered number 5801082)

Directors

Brian Corfe (*Executive Chairman*)
Robert Lloyd (*Chief Executive Officer*)
Duncan Syers (*Group Finance Director*)

Registered Office

Haycroft Farm
Peckforton Hall Lane
Spurstow
Tarpoley
Cheshire CW6 9TF

1 October 2010

To Shareholders and for information only, to option and warrant holders

Dear Shareholder

Notice of General Meeting regarding Capital Reorganisation, Directors' authority to allot Ordinary Shares for cash and disapplication of pre-emption rights.

Introduction

A General Meeting of the Company is to be held on 18 October 2010 at 11.00 a.m at the Company's registered office, Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarpoley, Cheshire CW6 9TF. The Notice of General Meeting is set out at the end of this letter.

The purpose of this document is to provide Shareholders with details of the matters to be considered at the General Meeting, to explain why the Directors believe the proposals as set out in this letter are in the best interests of the Company and Shareholders as a whole and to recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, as the Directors intend to do in respect of 85,800,000 Ordinary Shares in which, in aggregate, they are beneficially interested, representing approximately 24.32 per cent of the issued share capital of the Company.

Background to the General Meeting

As previously notified on 16 September 2010, the Board is seeking to raise additional equity funding, which due to Eatonfield's current share price being below the nominal value of one penny per Ordinary Share, will require a capital reorganisation. Company law prohibits the issue of shares at a price below their nominal value and accordingly, a share capital reorganisation will be necessary in order to undertake an issue of equity. The Directors also require sufficient authority to allot Ordinary Shares and disapply pre-emption rights. The Resolutions proposed below are therefore required to facilitate an issue of New Ordinary Shares in the future.

Details of the Capital Reorganisation

At the General Meeting, resolutions will be proposed to (i) sub-divide and convert each of the Existing Ordinary Shares into one New Ordinary Share of 0.1 pence and one Deferred A Share of 0.9 pence; and (ii) the reclassification of the Existing Deferred Shares into Deferred B Shares.

Each New Ordinary Share will have the same rights (including voting and dividend rights and rights on a return of capital) as each Existing Ordinary Share had prior to the Capital Reorganisation. Certificates for Existing Ordinary Shares will remain valid for the same number of New Ordinary Shares arising on the Capital Reorganisation and no new certificates will be issued nor will CREST accounts be credited in respect of the New Ordinary Shares arising as a result of the Capital Reorganisation.

The Deferred A Shares, created on the Capital Reorganisation becoming effective, will have the same rights as the Existing Deferred Shares. That is, they will have no voting or dividend rights and on a return of capital, will have the right to receive the amount paid up thereon only after the holders of the New Ordinary Shares have received, in aggregate the amount paid thereon, together will the sum of £10,000,000 per New Ordinary Share.

No share certificates will be issued in respect of the Deferred A Shares, nor will CREST accounts of Shareholders be credited in respect of any entitlement to Deferred A Shares, nor will they be admitted to trading on AIM or any other investment exchange. The rights of the Existing Deferred Shares, to be reclassified as Deferred B Shares following the Capital Reorganisation, will remain unchanged as part of these proposals. There are no immediate plans for the Company to purchase or to cancel the Deferred A Shares or Deferred B Shares, although the Directors propose to keep the situation under review.

The effect of the Capital Reorganisation will mean that each New Ordinary Share will have a nominal value of 0.1 pence and the number of shares admitted to trading on AIM will remain the same. Consequently, the market price of a New Ordinary Share immediately after completion of the Capital Reorganisation should, theoretically, be the same as the market price of an Existing Ordinary Share immediately prior to the Capital Reorganisation.

On completion of the Capital Reorganisation, each Shareholder will hold one New Ordinary Share of 0.1 pence and one Deferred A Share of 0.9 pence for each Ordinary Share currently held.

If Shareholders approve the Capital Reorganisation, the Company's equity capital structure prior to any further equity issuance, will be as follows:

	<i>Nominal value per share</i>	<i>Number of shares</i>
Ordinary Shares	0.1 pence	352,836,925
Deferred A Shares	0.9 pence	352,836,925
Deferred B Shares	9.0 pence	23,414,775

Details of the Authority to Allot

At the General Meeting, resolutions will be proposed to give the Directors authority, following the Capital Reorganisation, to allot New Ordinary Shares with a total nominal value of £500,000 and disapply pre-emption rights. The Directors will require these authorities when undertaking a future issue of equity to investors.

General Meeting

The notice convening the General Meeting of the Company to be held at the Company's registered office, Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarporley, Cheshire CW6 9TF on 18 October 2010 at 11.00 a.m., is enclosed at the end of this document. The purpose of this meeting is to seek Shareholders' approval of the Resolutions set out in the notice of the General Meeting.

The Resolutions to be proposed at the General Meeting (and the Directors' reasons for them) are as follows:

Resolution 1

Resolution 1 will be proposed as a special resolution. The special resolution will be passed if 75 per cent or more of the votes cast are in favour.

A special resolution to:

- enable the Directors to complete the Capital Reorganisation by reducing the nominal value of each Ordinary Share from 1 penny to 0.1 pence; and
- make amendments to the Company's articles of association to reflect the change in share capital pursuant to the Capital Reorganisation and to set out the rights attaching to the Deferred A Shares.

Resolution 2

Resolution 2 will be proposed as an ordinary resolution. The ordinary resolution will be passed if more than 50 per cent of the votes cast are in favour.

An ordinary resolution to grant the Directors general authority, in replacement of the authority granted at the general meeting of the Company held on 28 May 2010, to allot Ordinary Share up to an aggregate nominal amount of £500,000.

Resolution 3

Resolution 3 will be proposed as a special resolution. The special resolution will be passed if 75 per cent or more of the votes cast are in favour.

A special resolution to grant the Directors general authority in replacement of the authority granted at the general meeting of the Company held on 28 May 2010, to allot equity securities for cash as if Section 561(1) of the Companies Act 2006 did not apply to such allotment, provided that such power shall be limited to the allotment of equity securities to facilitate rights issues and open offers and otherwise limited to an aggregate nominal amount of £500,000.

Action to be taken

You will find enclosed with this document a Form of Proxy for use at the General Meeting or at any adjournment thereof. Whether or not you intend to be present in person at the General Meeting, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible, but in any event so as to be received no later than 11.00 a.m. on 16 October 2010 by Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The lodging of the Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you so wish.

Importance of the Vote

As previously notified, the Directors expect the existing financial resources will provide Eatonfield with sufficient working capital funding until the end of October 2010. In the meantime, the Directors are seeking to raise additional equity funding for the Company. The approval of the Resolutions will enable the Directors to issue further equity, should such investment be forthcoming. If Shareholders however, do not approve the Resolutions, the Directors will not be able to raise the additional equity required and it is possible that the Company would be required to cease trading shortly after the General Meeting and enter into administration. Accordingly, it is extremely important that Shareholders vote in favour of the Resolutions.

Recommendation

The Directors believe that the Resolutions are in the best interests of the Company and Shareholders as a whole. The Directors unanimously recommend that Shareholders vote in favour of the Resolutions as they intend to do in respect of their own beneficial shareholdings amounting in aggregate to 85,800,000 Ordinary Shares, representing approximately 24.32 per cent of the current issued share capital of the Company.

Yours sincerely

Brian Corfe

Executive Chairman

PART III

DEFINITIONS AND GLOSSARY OF KEY TERMS

“£” or “sterling”	pounds sterling, the lawful currency of the UK
“AIM”	The AIM market operated by the London Stock Exchange
“Board” or “Directors”	the members of the board of directors of the Company listed on page 3 of this document
“Eatonfield” or the “Company”	Eatonfield Group plc
“Capital Reorganisation”	the proposed reorganisation of the Ordinary Shares into New Ordinary Shares and Deferred A Shares, as more particularly described in this document
“Companies Act”	the Companies Act 2006
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear UK and Ireland Limited is the operator (as defined in the Regulations)
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Disciplines Rules, CCSS Operations Manual, Daily Timetable, CREST application Procedures and CREST Glossary of Terms (all defined in the CREST Glossary of Terms promulgated by Euroclear on 15 July 1996 and as amended since)
“Crest member”	a person who has been admitted to Euroclear as a system member (as defined in the CREST Regulations)
“Deferred Shares”	The Deferred A Shares and the Deferred B Shares and “Deferred Share” means any one of them
“Deferred A Shares”	the non-voting deferred shares of 0.9 pence each in the capital of the Group to be created as a result of the Capital Reorganisation, and “Deferred A Share” means any one of them
“Deferred B Shares” or “Existing Deferred Shares”	the existing non-voting deferred shares of 9 pence each in the capital of the and “Existing Deferred Share” or “Deferred B Share” means any one of them

“Existing Ordinary Shares” or “Ordinary Shares”	existing ordinary shares of one penny each (or, as appropriate, following the Capital Reorganisation, New Ordinary Shares of 0.1 pence each) in the capital of the Company, and “Ordinary Share” means one of them
“Form of Proxy”	the form of proxy for use in connection with the General Meeting being sent to Shareholders with this document
“General Meeting”	the general meeting of the Company to be held at Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarporley, Cheshire CW6 9TF, notice of which is set out on page 9 of this document
“Group”	Eatonfield Group plc and its subsidiaries (if any)
“London Stock Exchange”	The London Stock Exchange plc
“New Ordinary Shares”	the New Ordinary Shares of 0.1 pence each in the capital of the Company following subdivision of the Ordinary Shares as a result of the Capital Reorganisation, and “New Ordinary Share” means one of them
“Regulations”	The Uncertificated Securities Regulation 2001 as amended
“Resolutions”	the resolutions set out in the notice of General Meeting at the end of this document
“Shareholders”	holders of Ordinary Shares (or, as appropriate, following the Capital Reorganisation, New Ordinary Shares or Deferred Shares) and “Shareholder” means any of them

Eatonfield Group plc

(Incorporated in England and Wales with registered number 5801082)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Eatonfield Group Plc (the “Company”) will be held at Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarporley, Cheshire CW6 9TF at 11.00 a.m. on 18 October 2010 for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution, which will be proposed as a special resolution:

1. THAT:
 - a. at 5.00 p.m. on the day of this meeting, each of the issued ordinary shares of 1 penny each in the share capital of the Company be sub-divided and converted into one new ordinary share of 0.1 pence each in the capital of the Company having the same rights as each ordinary share of 1 penny had prior to such sub-division (“New Ordinary Share”) and one deferred A share of 0.9 pence each in the capital of the Company (“Deferred A Share”) having the rights attached to Deferred A Shares as set out in the articles of association of the Company (as amended by this resolution) thereby creating 352,836,925 New Ordinary Shares of 0.1 pence each and 352,836,925 Deferred A Shares of 0.9 pence each and re-designating the existing 23,414,775 deferred shares of 9 pence each in the capital of the Company as deferred B shares of 9 pence each (“Deferred B Shares”);
 - b. the articles of association of the Company be and are hereby amended by:
 - (i) the deletion of the definition of “Deferred Share” and “Ordinary Shares” in article 1.2 a) and the replacement by the following new definitions:

“Deferred A Shares” means the deferred A shares of 0.9 pence each in the capital of the Company and “Deferred A Share” means any one of them;

“Deferred B Shares” means the deferred B shares of 9 pence each in the capital of the Company and “Deferred B Share” means any one of them;

“Deferred Shares” means the Deferred A Shares and the Deferred B Shares and “Deferred Share” means any one of them;

“Ordinary Shares” means ordinary shares of 0.1 pence each in the capital of the Company;”and
 - (ii) the deletion of articles 2.1 and 2.2 and their replacement by the following new articles 2.1 and 2.2:

“2.1 Authorised share capital

The share capital of the Company is divided into ordinary shares of 0.1 pence each, deferred A shares of 0.9 pence each (“Deferred A Shares”) and deferred B shares of 9 pence each (“Deferred B Shares”) (the Deferred A Shares and the Deferred B Shares

together the “Deferred Shares”) and the liability of the members is limited to the amount, if any, unpaid on the shares held by them.

2.2 Deferred Shares

The rights attached to the Deferred Shares are as follows:

- a) no dividend or other distribution shall be paid or made in respect of the Deferred Shares;
- b) if the Company shall be wound up, the surplus assets remaining after payment of all creditors shall be applied:
 - (i) first in payment to the holders of all shares in the capital of the Company other than the Deferred Shares (and whether or not such shares shall have been created or issued before or after the creation of the Deferred Shares) the sum of £10,000,000 for every 0.1 pence paid or credited as paid up on each such share;
 - (ii) second in payment to the holders of all shares in the capital of the Company other than Deferred Shares (and whether or not such shares shall have been created or issued before or after the creation of the Deferred Shares) the sum of 0.1 pence per share;
 - (iii) third in payment to the holders of the Deferred A Shares the sum of 0.9 pence per Deferred A Share;
 - (iv) fourth in payment to the holders of the Deferred B Shares the sum of 9 pence per Deferred B Share;
 - (v) subject thereto, the balance of such assets (if any) shall be distributed amongst the holders of all shares in the capital of the Company other than the Deferred Shares (and whether or not such shares shall have been created or issued before or after the creation of the Deferred Shares) in proportion to the nominal amounts paid up or credited as paid upon the shares held by them, and the Deferred Shares shall have no right to participate in such assets beyond the amount aforesaid; and
- c) The holders of the Deferred Shares shall not be entitled to receive notice of, or to attend or vote at, general meetings of the Company.

The Deferred Shares shall also be subject to the following terms:

- a) the Deferred Shares may not be transferred without the prior written consent of the directors of the Company;
- b) holders of Deferred Share shall not be entitled to receive any share certificate in respect of their holdings;
- c) any cancellation of the Deferred Shares for no consideration by way of reduction of capital shall not involve a variation or abrogation of the rights attaching thereto;
- d) the Board shall have irrevocable authority at any time after adoption of this Article to appoint any person to execute on behalf of the holders of the Deferred Shares a transfer thereof and/or an agreement to transfer the same, in either case, to Capita Registrars or such other person as the Board may determine and to execute any other documents with such person may consider necessary or desirable to effect such transfer, in each case without obtaining the sanction of the holder(s) and without any payment being made in respect of such acquisition; and

- e) the rights attached to the Deferred Shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking in priority to or pari passu with or subsequent to such shares or by any amendment or variation to the rights of any other class of shares of the Company.

In the event of any inconsistency between any other of these Articles and this Article 2.2, the provisions of this Article 2.2 shall apply and the other Articles with which this Article 2.2 would appear to conflict shall be construed as amended accordingly.”

ORDINARY RESOLUTION

To consider and if thought fit, to pass the following resolution, which will be proposed as an ordinary resolution:

- 2. THAT the directors of the Company be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (Act) to exercise all powers of the Company 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 the maximum of a nominal amount of £500,000, for a period expiring at the conclusion of the next annual general meeting of the Company, but so 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 after such expiry and the directors may allot shares or grant Rights pursuant to any such offer or agreement as if such authority had not, unless previously renewed, varied or revoked, expired and further that such authority is to be in substitution for the general authority granted by resolution 1 passed on 28 May 2010 but without prejudice to the other authorities conferred upon the directors in relation to the allotment of relevant securities at that meeting or otherwise which shall continue in full force and effect.

SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution, which will be proposed as a special resolution:

- 3 THAT subject to the passing of resolutions 1 and 2 above, the directors of the Company be and are hereby generally empowered in accordance with Section 571 of the Act to allot equity securities (as defined in Section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 2 above as if Section 561 of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:
 - a. the allotment of equity securities by way of a rights issue or other pre-emptive offer in favour of the holders of ordinary shares in the capital of the Company where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be) to the respective number of ordinary shares in the capital of the Company held by them on the record date for such allotment, subject only to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with the fractional entitlements or legal or practical difficulties under the laws or requirements of any recognised regulatory body in any territory or otherwise; and
 - b. the allotment (other than as set out in (a) above) of equity securities up to an aggregate nominal value not exceeding £500,000, and so that this power, unless previously renewed or revoked, shall expire at the conclusion of the next annual general meeting

of the Company, save that the Company may before such expiry 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 pursuant to any such offer or agreement as if such authority had not yet expired and further that such authority is to be in substitution for the authority granted by resolution 2 passed on 28 May 2010 but without prejudice to the other authorities conferred upon the directors in relation to the allotment of relevant securities at that meeting or otherwise which shall continue in full force and effect.

On behalf of the Board:

K Mather
Company Secretary

1 October 2010

Registered office:

Haycroft Farm, Peckforton Hall Lane, Spurstow,
Tarporeley, Cheshire CW6 9TF

Registered in England and Wales No. 5801082

Notes

1. A member who is entitled to attend, speak and vote may appoint a proxy to attend, speak and vote instead of him. A proxy need not also be a member of the Company but must attend the General Meeting in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy).
2. A form of proxy is attached. The notes to the form of proxy include instructions on how to appoint the chairman of the General Meeting or another person as proxy. To be effective the form must reach the Company's registrar, Capita Registrars, by post or by hand in accordance with the notes to the form of proxy by 11.00 a.m. on 16 October 2010. If you do not have a form of proxy and believe that you should, please contact the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Completion and return of a form of proxy will not prevent a shareholder from attending and voting at the meeting.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders included in the register of members of the Company at 6.00 p.m. on 16 October 2010 or, if the meeting is adjourned, in the register of members at 6.00 p.m. on the day which is two days before the day of any adjourned meeting, will be entitled to attend and to vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 6.00 p.m. on 16 October 2010 or, if the meeting is adjourned, in the register of members after 6.00 p.m. on the day which is two days before the day of any adjourned meeting, will be disregarded in determining the rights of any person to attend or vote at the meeting.
4. Please note that communications regarding the matters set out in this notice of General Meeting will not be accepted in electronic form.
5. As at 5pm on 30 September (being the last business day prior to the publication of this notice), the Company's issued share capital comprised 352,836,925 ordinary shares of 1 penny 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 5pm on 30 September 2010 is 352,836,925.
6. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be

received by Capita (ID RA10) not later than 48 hours before the time fixed for the GM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. You may submit your proxy electronically at www.capitashareportal.com

**Form of Proxy for use at the General Meeting of Eatonfield Group plc
to be held at Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarporley, Cheshire
CW6 9TF on 18 October 2010 at 11.00 a.m.**

I/We, the undersigned, being (a) member/member(s) of Eatonfield Group plc, hereby appoint the Chairman of the General Meeting or,

Name of Proxy.....

as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 11.00 a.m. on 18 October 2010 at the Company's offices at Haycroft Farm, Peckforton Hall Lane, Spurstow, Tarporley, Cheshire CW6 9TF and at any adjournment thereof. I/We wish my/our proxy to vote as shown below in respect of the resolution set out in the Notice of the General Meeting.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made*
For the appointment of one or more proxy, please refer to explanatory note 2 (below).

Special Resolution	For	Against	Vote Withheld*
<p>1. That:</p> <p>a. At 5.00 p.m. on the day of the General Meeting, each of the issued ordinary shares of 1 penny each in the share capital of the Company be sub-divided and converted into one new ordinary share of 0.1 pence each in the capital of the Company having the same rights as each ordinary share of 1 penny had prior to such sub-division (New Ordinary Share) and one deferred A share of 0.9 pence each in the capital of the Company (Deferred A Share) having the rights attached to Deferred A Shares as set out in the articles of association of the Company (as amended by this resolution) thereby creating 352,836,925 New Ordinary Shares of 0.1 pence each and 352,836,925 Deferred A Shares of 0.9 pence each and re-designating the existing 23,414,775 deferred shares of 9 pence each in the capital of the Company as deferred B shares of 9 pence each (Deferred B Shares);</p> <p>b. the articles of association of the Company be and are hereby amended by the amendment of article 1.2 a) (Definitions and interpretation) and by the deletion of articles 2.1 and 2.2 and their replacement by new articles 2.1 and 2.2 (as set out in the Notice of General Meeting).</p>			
Ordinary Resolution	For	Against	Vote Withheld*
<p>2. That pursuant to Section 551 of the Act, the directors be authorised for the purposes of Section 551 of the Companies Act to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares of the Company up to an aggregate nominal amount of £500,000.</p>			
Special Resolution	For	Against	Vote Withheld*
<p>3. That subject to and conditional upon the passing of resolutions 1 and 2, pursuant to Section 570 of the Act, the directors be empowered to allot equity securities for cash pursuant to the general authority conferred on them by resolution 2 as if Section 561(1) of the Act did not apply.</p>			

If you want your proxy to vote in a certain way on the resolution, please place an “X” in the appropriate box. If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.

* The “Vote Withheld” option is to enable you to abstain on any particular resolution. However, it should be noted that a “vote withheld” 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.

Signed..... Dated this day of 2010

Name.....

Address.....

Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name (see above) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

2. To appoint more than one proxy you may photocopy this 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.

3. The ‘Vote Withheld’ option is provided to enable you to abstain on any particular resolution. However, it should be noted that a ‘Vote Withheld’ 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. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6pm on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

5. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer’s agent (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

6. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.

7. To be effective, all votes must be lodged not less than 48 hours before the time of the meeting at the office of the Company’s registrars at: Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

8. You may submit your proxy electronically at www.capitashareportal.com.