

# CASTLE SUPPORT SERVICES plc

THIS NOTICE OF MEETING IS IMPORTANT

Any shareholder who is in doubt as to what action to take should consult an appropriate independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in Castle Support Services plc, please send this document and the accompanying form of proxy at once to the buyer or transferee or to the stockbroker or other agent who assisted you with the sale or transfer so that these documents can be forwarded to the buyer or transferee.

## Castle Support Services plc To Ordinary Shareholders Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the company will be held at Strand Partners, 26 Mount Row, London W1K 3SQ at 11 am on Tuesday, 16 December 2008 for the following purposes:

As ordinary business:

1. To receive and adopt the annual accounts of the company for the financial year ended 30 June 2008, together with the directors' report and the auditors' report on those accounts.
2. To re-elect Tudor Davies, who retires by rotation, as a director.
3. To re-elect Timothy Barrett, who retires by rotation, as a director.
4. That, in substitution for all existing and unexercised authorities, the directors of the company be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £8,500,000, provided that this authority shall expire at 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 relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
5. To reappoint Grant Thornton UK LLP as auditors of the company to hold office from the conclusion of the meeting to the conclusion of the next general meeting at which accounts are laid before the company, and to authorise the directors to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions, which will be processed as special resolutions:

6. That, subject to the passing of resolution 4 and in substitution for all subsisting authorities to the extent unused, the directors of the company be and they are hereby empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) wholly for cash pursuant to the authority conferred by resolution 4 above as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall expire at 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 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, and provided that this power shall be limited to the allotment of equity securities:
  - 6.1 in connection with an offer of such securities by way of rights issue or other pro rata offer 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 or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - 6.2 otherwise than pursuant to sub-paragraph 6.1 above, up to an aggregate nominal amount of £3,781,752.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 4 above" were omitted.

7. That the company be and it is hereby generally and unconditionally authorised for the purposes of section 166 of the Act to make one or more market purchases (within the meaning of section 163(3) of the Act) on the London Stock Exchange of ordinary shares of 20 pence each ("shares") in the capital of the company provided that:
- (a) the maximum aggregate number of shares hereby authorised to be purchased is 12 million shares (representing approximately 10 per cent of the company's existing issued share capital);
  - (b) the minimum price (exclusive of expenses) which may be paid is 20 pence for each share;
  - (c) the maximum price (exclusive of expenses) which may be paid for each share is not more than 5 per cent above the average of the middle market quotations of a share as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the share is purchased;
  - (d) unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the company or on the expiry of 15 months from the date of this resolution, whichever shall be the earlier; and
  - (e) the company may make a contract or contracts to purchase shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of the shares in pursuance of any such contract or contracts.

To transact such other business of the company as may be dealt with at an Annual General Meeting.

By Order of the board  
**Simon Balem ACA**  
Company Secretary  
10 October 2008

Registered Office  
Camp Hill  
Birmingham, B12 0JJ  
Registered in England, No. 5351402

**Notes:**

- 1) Any member of the company is entitled to appoint a proxy to exercise all or any of his rights to attend and to speak and vote at the Annual General Meeting. A proxy need not be a member of the company. 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, Equiniti Limited of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL.
- 2) A form of proxy is enclosed with this notice and instructions for use are shown on the form. To be valid, a completed form, and the authority (if any) under which it is signed or a certified copy of such authority, must be received by the company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL, not later than 48 hours before the time appointed for the meeting or adjourned meeting or, in the case of a poll, not later than 24 hours before the time appointed for taking the poll.
- 3) Deposit of a form of proxy does not preclude a member from attending the meeting and voting in person.
- 4) There will be available for inspection by members at the Registered Office of the company during normal business hours on any business day from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for fifteen minutes prior to its commencement and during the meeting:
  - Copies of all directors' Contracts of Service.
- 5) In accordance with regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the company's register of members as at 6 pm on 12 December 2008 or, if the meeting is adjourned, members entered on the company's register of members 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their respective names at that time. Changes to entries on the register after 6 pm on 12 December 2008 or, if the meeting is adjourned, on the register two business days before the time fixed for the adjourned meeting, will be disregarded in determining the rights of any person to attend and vote at the meeting.
- 6) 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 with instructions 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.

**Explanation of Resolutions:****Reports and accounts**

The directors are required to lay before the meeting the accounts, the directors' report and the auditors' report for the period ended 30 June 2008.

**Re-election and reappointment of directors**

The company's articles of association require that one-third of the directors (or, if one-third is not a whole number, the number nearest to, but greater than, one-third of the directors) shall retire from office at each Annual General Meeting. The directors due to retire are those who have been in office longest since their last reappointment. In accordance with these rules, Mr Tudor Davies and Mr Timothy Barrett are retiring by rotation and seeking re-election at the Annual General Meeting.

The board of directors section of the 2008 Annual Report and Accounts contains biographical details of each of the directors.

**Authority to allot shares**

Under the Act, the directors of a company may only allot shares if authorised to do so. If passed, resolution 4 will authorise the directors to allot shares up to an aggregate nominal amount of £8,500,000 (which is equal to 42,500,000 ordinary shares of 20p each), representing approximately 33.72 per cent of the company's existing issued ordinary share capital. The authority lapses at the conclusion of the company's next Annual General Meeting.

**Reappointment and remuneration of auditors**

The company is required to appoint auditors at each general meeting at which accounts are laid, and follows standard practice in giving authority to the directors to determine the remuneration of the auditors.

**Authority to allot shares other than on a pre-emptive basis**

The directors require specific authority from the shareholders before allotting new shares for cash without first offering them to existing shareholders. Resolution 6 gives the directors the necessary authority to allot shares up to an aggregate nominal amount of £3,781,752 (which is equal to 18,908,760 ordinary shares of 20p each), which represents approximately 15 per cent of the company's issued share capital as at 30 June 2008 and of the company's existing issued share capital. This authority and power provides the directors with a degree of flexibility to take advantage of any favourable opportunities that are to the benefit of shareholders. The authority lapses at the conclusion of the company's next Annual General Meeting.

Both resolutions 4 and 6 are regular items of business at company annual general meetings. There are, at present, no plans to exercise these authorities.

**Purchase of own shares**

Renewal of the general power granted to the company to purchase its own shares will be sought for a period not exceeding fifteen months. The terms of resolution 7, to be proposed as a Special Resolution, will, if approved, grant power to effect market purchases of up to 12 million ordinary shares, which represents just under 10 per cent of the company's existing issued ordinary share capital, at a price not more than 5 per cent above the quoted market price. The directors will only exercise the power to effect the purchase by the company of its own shares when market conditions are favourable and after taking into account the group's overall financial position, including the impact on the earnings per share of the company.