

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other appropriate independent adviser without delay. If you have sold or transferred all your ordinary shares in The 600 Group Public Limited Company, you should pass this document and 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 onward transmission to the purchaser or transferee.

To holders of ordinary shares in The 600 Group Public Limited Company (the "**Company**").

Registered no. 196730

Registered Office:  
Union Street  
Heckmondwike  
West Yorkshire  
WF16 0HL

4 September 2012

**Dear Shareholder**

## **Annual General Meeting**

A formal notice of the eighty-eighth Annual General Meeting of the Company to be held at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES on 28 September 2012 at 10.30am and a form of proxy for use at the Annual General Meeting, accompany this letter. A copy of the Annual Report and Accounts for the period ended 31 March 2012 will be sent to members in advance of the Annual General Meeting. The notice sets out the resolutions to be proposed at the Annual General Meeting and this letter explains their terms more fully.

### **Ordinary Business**

#### **Resolution 1 - Report and accounts**

The Directors are under a duty in respect of each financial year to lay the accounts and the reports of the Directors and the auditor before the Company in General Meeting. This gives shareholders the opportunity to ask questions on the contents of the annual report and accounts for the period ended 31 March 2012 before voting on the resolution.

#### **Resolution 2 - Auditor**

This resolution proposes the re-appointment of KPMG Audit Plc as auditor until the conclusion of the next Annual General Meeting and, in accordance with standard practice, authorises the Directors to determine the auditor's remuneration.

#### **Resolutions 3 to 5 - Directors**

The Articles of Association of the Company require a proportion of the directors to retire at each annual general meeting of the Company. This year Mr Stephen Rutherford will retire and offer himself up for re-election. In addition, Mr Neil Carrick and Mr Nigel Rogers were appointed as directors of the Company by the board subsequent to the last annual general meeting. As such, they shall retire and each offers themselves for election as a director of the Company.

#### **Resolution 6 – Authority to allot shares**

The Act provides that the directors may not allot ordinary shares unless authorised to do so by the Company in general meeting or by its Articles of Association. This resolution proposes that the directors are given authority to allot ordinary shares and other relevant securities up to an aggregate nominal amount of one half of the issued ordinary share capital of the Company as at the close of business on 27 September 2012 (being the latest practicable date prior to the date of the Annual General Meeting) without obtaining further consent of its shareholders.

The authority shall expire at the earlier of the close of the 2013 Annual General Meeting and will replace the authority granted to the directors at last year's Annual General Meeting.

### **Special Business**

#### **Resolution 7 – Purchase of own shares**

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This resolution is to grant the Company authority to make market purchases of its own shares. The authority should not be taken to imply that shares will be purchased at any particular price or, indeed, at all. The authority will expire on the conclusion of the 2013 Annual General Meeting. The resolution specifies the maximum number of shares which may be purchased (representing approximately 10% of the Company's issued ordinary share capital as at 27 September 2012) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Act. The purchases will only be made on AIM. The directors have not yet decided whether such shares, if repurchased, would be cancelled or taken into treasury, and a decision would be taken in the light of prevailing circumstances. The Board will only exercise the power to make purchases of shares after consideration of the effects on earnings per share and the benefits for shareholders generally

#### **Resolution 8 - Disapplication of pre-emption rights**

The Act gives holders of ordinary shares, with limited but important exceptions, certain rights of pre-emption on the issue for cash of new equity securities. The directors believe that it is in the best interests of the Company that, as in previous years, the Board should have limited authority to allot some shares for cash without first having to offer such shares to existing shareholders. The directors' current authority expires at the close of the forthcoming Annual General Meeting and, accordingly, this resolution seeks to renew this authority on similar terms for a further period, expiring at the earlier of the close of the 2013 Annual General Meeting. The authority, if granted, will relate to allotment in respect of rights issues and similar offerings (where difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements and certain other technical matters) and generally to allotments (other than in respect of rights issues) of equity securities having an aggregate nominal value not exceeding 10% of the issued ordinary share capital of the Company as at 27 September 2012 (being the latest practicable date prior to the date of the Annual General Meeting).

#### **Resolution 9 – Electronic Communications**

This resolution is to seek general authority from shareholders to send or supply documents or information to shareholders in electronic form (for example by email or by publication on the Company's website), taking advantage of legislative changes in recent years. The Company would like to take advantage of this legislation as increased use of electronic communications will deliver cost savings for the Company, increase the speed at which the Company can communicate with shareholders who supply e-mail addresses for this purpose, and will also have environmental benefits through the reduced use of paper and energy required for the production and distribution of documents. If this resolution is passed, the Company will write to shareholders in due course with more details of how and when the electronic communications programme will be implemented. Shareholders who wish to elect to continue to receive paper copies of documents will be able to do so.

#### **Resolution 10 – Political donations**

Part 14 of the Act prohibits the Company and its subsidiaries (the "**Group**") from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less than any 12 month period will not be caught.

Neither the Company nor any of its subsidiaries have any intention of making any political donations or incurring any political expenditure. However, the Act defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be included in these definitions.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

#### **Recommendation**

Your Directors believe the proposals in relation to the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and recommend shareholders to vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

#### **Action to be taken**

All ordinary shareholders are entitled to attend and vote on all resolutions at the Annual General Meeting. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event so that it is received by the Company's registrar, Capita Registrars, Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 10.30am on 26 September 2012. Completion and return of the form of proxy will not prevent you from attending the meeting and voting in person should you wish.

Yours faithfully

**Paul Dupee**

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Chairman

## Notice of Annual General Meeting

Notice is hereby given that the eighty-eighth Annual General Meeting of The 600 Group Public Limited Company will be held at the offices of Pinsent Masons LLP, 30 Crown Place, Earl Street, London EC2A 4ES on 28 September 2012 at 10.30am and the business to be brought before the meeting will be passing resolutions 1 to 6 and 10 as ordinary resolutions and resolutions 7 to 9 as special resolutions:

### Ordinary Business

1. To receive the accounts, together with the reports of the Directors and auditor, for the period ended 31 March 2012.
2. To re-appoint KPMG Audit Plc as auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Directors to fix its remuneration.
3. To re-elect Mr Stephen Rutherford as a director of the Company.
4. To appoint Mr Neil Carrick as a director of the Company.
5. To appoint Mr Nigel Rogers as a director of the Company.
6. That, in substitution for all subsisting authorities at the Company's last Annual General Meeting, the directors be generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the 'Act'), to exercise all powers of the Company to allot shares in the Company or grant rights to subscribe for, or convert any security into, shares in the Company up to an aggregate nominal amount of one half of the issued ordinary share capital of the Company as at the close of business on 27 September 2012.

This authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2013 but so that the Company may, before this authority expires, make any offer, agreement or arrangement 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 such offer, agreement or arrangement as if the authority had not expired.

### Special Business

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

the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company provided that:-

- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 10% of the Company's issued ordinary share capital as at the close of business on 27 September 2012;
  - (b) the minimum price which may be paid for such shares is 1p per share;
  - (c) the maximum price which may be paid for an ordinary share shall not be more than 5% above the average of the middle market quotations for an ordinary share as derived from AIM for the five business days immediately preceding the date on which the ordinary share is purchased;
  - (d) unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next Annual General Meeting; and
  - (e) the Company may make a contract or contracts to purchase ordinary shares under the authority 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 ordinary shares in pursuance of any such contract or contracts.
8. To consider, and if thought fit, to pass the following resolution which will be proposed as a special resolution that:  
  
Subject to the passing of resolution 6 the Directors be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 as if section 561(1) of the Act did not apply to the allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) 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 or 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 up to an aggregate nominal amount of 10% of the Company's issued ordinary share capital as at the close of business on 27 September 2012

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution 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.

Provided that the above power shall apply in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(2) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 6" were omitted.

- 9. That the Company may serve any notice or send or supply any other document or information to a member by making the notice, document or information available on a website.
- 10. That in accordance with the section 366 of the Companies Act 2006 (the 'Act'), the Company and all its subsidiaries at any time during the time that this resolution has effect be and are hereby authorised to:-
  - (a) make political donations to political parties or independent election candidates not exceeding £20,000 in total;
  - (b) make political donations to political organisations other than political parties not exceeding £20,000 in total; and
  - (c) incur political expenditure not exceeding £20,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed £20,000 during the period beginning with the passing of this resolution and ending on the date of the annual general meeting of the Company to be held in 2013.

For the purposes of this resolution the terms "political donation", independent election candidates, "political organisations" and "political expenditure" have the meanings set out in section 363 to 365 of the Act.

By Order of the Board  
**N R Carrick** Secretary  
4 September 2012

#### Notes

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the Meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. A form of proxy is enclosed with this notice. Instructions for use are printed on the form. In order to be valid, forms of proxy and any power of attorney or other authority under which such form of proxy is signed, or a notarially certified or office copy of such power of authority must be deposited with the Company's registrar, Capita Registrars, at the address on the reverse of the form of proxy, no later than 10.30am on 26 September 2012 or not less than 48 hours before the time of any adjournment of the meeting. The return by a holder of the relevant duly completed form of proxy will not preclude any such holder from attending in person and voting at the meeting in person if the member is subsequently able to attend.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment, or instruction, 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 ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. 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 the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore the responsibility of the CREST

member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The terms of appointment of the non-executive directors of the Company and the register of directors' interests in the share capital of the Company will be available for inspection by shareholders at the Company's registered office at Union Street, Heckmondwike, West Yorkshire, WF16 0HL during normal business hours on weekdays (Saturdays and Public Holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and until the end of the meeting.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Annual General Meeting is 10.30am on 26 September 2012 (being not more than 48 hours prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time (being not more than 48 hours prior to the time set for the adjourned Meeting) as shall be fixed by the Company. Such members may only cast votes in respect of shares held at such time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.

Arrangements will be put in place at the meeting in order to facilitate voting by representatives of members which are corporations on a poll (if required) in accordance with the procedures set out in the Institute of Chartered Secretaries and Administrators' January 2008 guidance note on "Proxies & Corporate Representatives at General Meetings".

As at close of business on 4 September 2012 the Company's issued ordinary share capital consists of 63,926,253 ordinary shares of 1p each (carrying one vote each). Therefore, the total number of voting rights in the Company as at that date is 63,926,253.