

Notice is given that the Annual General Meeting (the "AGM") of Letchworth Investments Limited (the "Company") will be held at Ernst & Young, 1 More London Place, London SE1 2AF on 5 November 2009 at 11.00am for the following purposes:

### **Ordinary business**

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

- 1) To receive and adopt the Company's audited annual accounts for the financial period ended 30 June 2009 together with the Directors' and Auditors' Reports on those accounts.
- 2) To re-appoint David Kleeman as Director.
- 3) To re-appoint Sir Tim Chessells as Director.
- 4) To re-appoint Richard Templeton as Director.
- 5) To re-appoint Simon Wharmby as Director.
- 6) To ratify and re-appoint Ernst & Young LLP as Auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company at a remuneration to be determined by the Directors.

### **Special Business**

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

- 7) THAT the Company be and is authorised, in accordance with Articles 4.1 and 100 of its Articles of Association, at any time before 5 November 2010, to purchase the issued 100 Deferred Shares of £1 each in the capital of the Company at their par value of £1 each payable in cash upon completion of the purchase.

By Order of the Board

Dick Lynch  
Secretary  
28 September 2009

Registered office: 4<sup>th</sup> Floor, Chancery Lane, London WC2A 1AD

### **Notes**

- 1) A member entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint one or more proxies to attend, and on a poll, to vote instead of such member. A proxy need not be a member of the Company.
- 2) A form of proxy is enclosed with this notice. To be valid, the proxy should be completed in accordance with the notes thereon and must be received by the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 48 hours before the time appointed for holding the AGM. Completion of the proxy does not preclude a member from subsequently attending and voting at the meeting in person if the member so wishes.
- 3) Copies of all Directors' contracts of service with the Company or with any of its subsidiary undertakings and the register of interests of the Directors and their families maintained under section 325 of the Companies Act 1985 are available for inspection during normal business hours (Saturdays and public holidays excepted) at the Company's registered office from the date of this notice until the conclusion of the AGM.
- 4) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than close of business on 3 November 2009 or, if the meetings is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting.
- 5) Members who wish to communicate with the Company by electronic means in connection with the matters set out in this notice of AGM may do so by contacting the Company at [info@fayrewood.co.uk](mailto:info@fayrewood.co.uk) on or before 11am on 3 November 2009.

## **Appendix**

### **Explanatory notes on the resolutions to be proposed at the 2009 Annual General Meeting (AGM).**

#### **Resolution 1 – To receive the 2009 report and financial statements**

The Directors are required by company law to present the Company's financial statements and the Directors' and Auditors' Reports on the financial statements to the meeting. This resolution will propose the adoptions of such documents.

#### **Resolutions 2, 3, 4, 5 – Appointment of Directors**

As this is the first Annual General Meeting of the Company all of the directors were, in accordance with the Company's articles, appointed by the board to fill casual vacancies or as additional directors. Any Director so appointed shall, unless reappointed, hold office only until the conclusion of the next Annual General Meeting. Each of the directors accordingly presents himself for reappointment

#### **Resolution 6 – Appointment and reappointment of auditors**

The Company is required at each general meeting at which financial statements are laid to appoint auditors who will remain in office until the next general meeting at which financial statements are laid. This resolution will, therefore, propose the ratification of the appointment and the reappointment of Ernst & Young LLP as auditors and authorise the Directors to fix their remuneration.

#### **Resolution 7 – Purchase of Deferred Shares**

This special resolution seeks authority for the Company to purchase the issued 100 Deferred Shares of £1 each from the original founders of the company in accordance with the Articles of Association.