
Altitude Group Plc

(Incorporated with limited liability in England and Wales with Company number 5193579)

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of the above named Company will be held at 2-4 Cobb House, Oyster Lane, Byfleet, Surrey KT14 7HQ on 29 June 2010 at 9.30am for the following purposes:

Ordinary Business

Resolution 1

To receive the company's annual accounts for the financial year ended 31 December 2009 together with the last directors' report, the last directors' remuneration report and the auditors' report on those accounts.

Resolution 2

To re-elect Martin Varley, who retires by rotation pursuant to article 118 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.

Resolution 3

To re-appoint KPMG UK LLP as auditors of the Company and to authorise the directors to fix their remuneration.

Special Business

Resolution 4

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

"**THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the "**Act**") to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as "**Relevant Securities**") up to an aggregate nominal value of £50,938 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company) **PROVIDED THAT** this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

Resolution 5

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

"**THAT**, subject to and conditional upon the passing of the resolution numbered 4 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 4 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £15,281, representing approximately 10% of the current share capital of the Company,

and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) 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 such offer or agreement as if the power conferred hereby had not expired."

Resolution 6

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

"**THAT**, the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

REGISTERED OFFICE:

2-4 Cobb House
Oyster Lane
Byfleet, Surrey
KT14 7HQ

BY ORDER OF THE BOARD

David Smith
2010
Secretary

NOTES:

- 1 A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company
- 2 A proxy may only be appointed using the procedures set out in these notes and the notes to the proxy form. To appoint a proxy, a member may complete, sign and date the enclosed proxy form and deposit it at the office of the Company's Registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by 9.30am on 25 June. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be enclosed with the proxy form.
- 3 In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of the Company's Registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by 9.30am on 27 June.
- 4 CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so in relation to the meeting, and any adjournment(s) thereof, by utilising the procedures described in the CREST Manual. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's registrars, Neville Registrars Limited (whose CREST ID is 7RA11) by the latest time for receipt of proxy appointments specified in note 2 above. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed. 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.
- 5 Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's Registrars prior to the commencement of the meeting.
- 6 Subject to the provisions of section 319A of the Companies Act 2006, at the meeting the Company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting. An answer need not be given if:
 - 6.1 the answer has already been given on a website in the form of an answer to a question; or
 - 6.2 it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 7 Subject to the provisions of Chapter 5 of Part 16 of the Companies Act 2006, members representing at least 5% of the total voting rights of all members (or at least 100 members who have the right to vote at the meeting and who hold shares on which there has been paid up an average sum per member of at least £100) may require the Company to publish on a website a statement setting out any matter that such members propose to raise at the meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting. Where the Company is required to publish such a statement on its website:
 - 7.1 it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
 - 7.2 it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and

EXPLANATORY NOTES:

Resolution 4 – Directors' power to allot relevant securities

Under section 551 of the Act, relevant securities may only be issued with the consent of the shareholders, unless the shareholders pass a resolution generally authorising the directors to issue shares without further reference to the shareholders. This resolution authorises the general issue of shares up to an aggregate nominal value of £50,938, which is equal to 30% of the nominal value of the current ordinary share capital of the Company. Such authority will expire at the conclusion of the next annual general meeting of the Company or the date which is 6 months after the next accounting reference date of the Company (whichever is the earlier).

Resolution 5 – Disapplication of pre-emption rights on equity issues for cash

Section 561 of the Act requires that a company issuing shares for cash must first offer them to existing shareholders following a statutory procedure which, in the case of a rights issue, may prove to be both costly and cumbersome. This resolution excludes that statutory procedure as far as rights issues are concerned. It also enables the directors to allot shares up to an aggregate nominal value of £15,281, which is equal to 10% of the nominal value of the current ordinary share capital of the Company, subject to resolution 7 being passed. The directors believe that the limited powers provided by this resolution will maintain a desirable degree of flexibility. Unless previously revoked or varied, the disapplication will expire on the conclusion of the next annual general meeting of the Company or on the date which is 6 months after the next accounting reference date of the Company (whichever is the earlier).

Resolution 8 – Adoption of new articles of association

Additionally, the Company is seeking to update its articles of association in accordance with the provisions of the Companies Act 2006. A summary of such changes is enclosed within this document.

Explanatory Notes of Principal Changes to The Company's Articles of Association

New Articles of Association

We are also asking shareholders to adopt new articles of association primarily to reflect the implementation of all the changes required by the Companies Act 2006. An explanation of the material changes between the Existing Articles and the New Articles is set out below. The New Articles and a document showing the changes from the Existing Articles shall be available by inspection at the Company's registered office from the date of this notice up to and including the date of the meeting.

1. Change of Name

Currently a company can only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the new articles enable the Directors to pass a resolution to change the Company name.

2. Authorised Share Capital and Unissued Shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

3. Redeemable Shares

At present if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

4. Authority to Purchase Own Shares and Consolidate and Sub Divide Shares

Under the law currently in force a company requires specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

5. Reduction of Capital

The Company has had the power to reduce its capital since 1 October 2008. This power is subject to any restriction in the Company's articles. The New Articles therefore omit any references and it adopts the position of the Act which is in line with the Government's preference for articles of association not to repeat matters dealt with by the Companies Act 2006.

6. Electronic Communications with Shareholders

The New Articles will update the provisions in relation to electronic communications whereby the Company may communicate with its members via website or email as set out in the Companies Act 2006.

7. Directors' Conflicts of Interests

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

The New Articles also contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors.

8. Notice Period for General Meetings

The Existing Articles specify that notice for general meetings should be 21 days. Since 1 October 2007 the notice period required for a general meeting is 14 clear days, even if a special resolution is proposed, and this is reflected in the New Articles.

9. Extraordinary General Meetings

The Existing Articles contain references to 'extraordinary general meetings'. The Companies Act 2006 only refers to annual general meetings therefore all references to extraordinary general meetings are removed in the New Articles.

10. Proxies

Proxy rights are now governed by the Companies Act 2006 and the New Articles cannot reduce the periods set out therein. Therefore the New Articles contain the proxy rights contained in the Companies Act 2006 whereby a shareholder can appoint more than one proxy at a meeting, up to a maximum of one proxy per share. The New Articles require such forms to be lodged 48 hours before the meeting (or within a specified shorter period in relation to a poll). The notice of termination of a proxy's appointment is also no longer required earlier than 48 hours before the meeting.

11. Chairman's Casting Vote

Since October 2007, the casting vote of the chairman of a general meeting in the event of an equality of votes on a show of hands has been ineffective. The New Articles have therefore removed all references to the Chairman's casting vote.

12. General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business Innovation and Skills.