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## **Speedy Hire Plc**

### Notice of Annual General Meeting 2011

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# Speedy Hire Plc

(Registered in England and Wales No. 927680)

Registered Office:  
Chase House  
16 The Parks  
Newton-le-Willows  
Merseyside  
WA12 0JQ

**Directors:**

Ishbel Macpherson (Chairman)  
Steve Corcoran  
Justin Read  
Mike McGrath  
Michael Averill  
Peter Atkinson  
James Morley

6 June 2011

To the holders of ordinary shares in Speedy Hire Plc (**'Company'**)

Dear Shareholder

**Notice of 2011 Annual General Meeting**

I am pleased to be writing to you with details of the 2011 Annual General Meeting (**'AGM'**) of the Company which is to be held at the Mere Court Hotel and Conference Centre, Warrington Road, Mere, Knutsford, Cheshire WA16 0RW on Wednesday 13 July 2011 at 11.00 am. The formal notice convening the meeting is set out at pages 4 to 7 of this document. In this letter, I will provide you with a detailed explanation of the resolutions to be proposed at the meeting.

At this year's AGM, we will be proposing a number of resolutions, as set out below. Resolutions 1 to 7 and resolution 11 will be proposed as ordinary resolutions. Resolutions 8 to 10 will be proposed as special resolutions. The proposed ordinary resolutions will be passed if more than 50% of the votes cast are in favour and the proposed special resolutions will be passed if at least 75% of the votes cast are in favour.

**Annual Report and Accounts (Resolution 1)**

This resolution deals with the delivery by the Directors of the Company (**'Directors'**) to the shareholders of the Company (**'Shareholders'**) the accounts for its financial year ended 31 March 2011 (including the Directors' and Auditors' report on those accounts) and the adoption thereof by the Company.

**Directors' Remuneration Report (Resolution 2)**

In accordance with the Directors' Remuneration Report Regulations 2002, the Shareholders are asked to consider and, if thought fit, to approve the Directors' remuneration report for the year ended 31 March 2011.

**Final Dividend (Resolution 3)**

Final dividends are approved by the Shareholders but cannot be more than the amount recommended by the Directors. The Directors are recommending a final dividend for the year ended 31 March 2011 of 0.2 pence per ordinary share due and payable on 17 August 2011 to the Shareholders on the register at close of business on 17 June 2011. This resolution seeks Shareholders' approval of the proposed dividend.

**Re-election of Directors (Resolutions 4 and 5)**

In addition to those Directors seeking reappointment, the Company's articles of association (**'Articles'**) require that one-third of the Directors who are subject to retirement by rotation retire at every AGM of the Company.

Justin Read and Michael Averill are retiring by rotation and are offering themselves for re-election. Their re-election is recommended by the Board of Directors (**'Board'**). As announced on 18 May 2011, Justin Read will be stepping down on 26 August 2011, but is still required to be re-elected in order to serve as a Director until that date.

Biographical details of the existing Directors who are seeking re-election are included on pages 44 and 45 of the Company's annual report and accounts for the year ended 31 March 2011.

**Reappointment of auditors and auditors' remuneration (Resolution 6)**

The Company's auditors (**'Auditors'**), KPMG Audit Plc, were reappointed at the AGM of the Company held on 20 July 2010. Their period of office expires at the conclusion of the 2011 AGM. This resolution proposes their reappointment as the Auditors. It is normal practice for the Directors to be authorised to fix the Auditors' remuneration and this is also dealt with in this resolution.

### **Directors' authority to allot shares (Resolution 7)**

The Companies Act 2006 (**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. This resolution seeks renewal, for a further period expiring at the earlier of the close of the 2012 AGM or 30 September 2012, of the authority previously granted to the Directors at last year's AGM.

The authority relates to a total of 172,405,222 ordinary shares, being one third of the issued share capital of the Company as at 25 May 2011 (being the latest practicable date prior to publication of this document). In addition, in accordance with the guidelines issued by the Association of British Insurers, the resolution also contains an authority for the Directors to allot a further 172,405,222 ordinary shares in connection with a pre-emptive offer by way of rights issue.

The Directors have no present intention of allotting, or agreeing to allot any shares otherwise than in connection with our employee share schemes, to the extent permitted by such schemes. The Directors continue to consider potential transactions and in the event of one of these potential transactions proceeding, this may require the allotment of shares pursuant to this authority.

### **Disapplication of statutory pre-emption rights (Resolution 8)**

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 AGM 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 2012 AGM or 30 September 2012.

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 £1,293,039 (being approximately 5% of the issued ordinary share capital of the Company as at 25 May 2011 (being the latest practicable date prior to the publication of this document)).

### **Authority to purchase ordinary shares (Resolution 9)**

This resolution is to renew the Company's 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, and the Board has no present intention of exercising this power but would wish to retain the flexibility to do so in the future. The authority will expire at the earlier of the conclusion of the 2012 AGM or 30 September 2012. The Board intends to seek renewal of this power at subsequent AGMs.

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 25 May 2011) and the maximum and minimum prices at which they may be bought, reflecting the requirements of the Act and the rules of the United Kingdom Listing Authority. Any purchases would only be made on the London Stock Exchange. 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. As at 25 May 2011 (being the latest practicable date prior to publication of this document), there were options outstanding over 16,717,800 ordinary shares, representing 3.23% of the Company's issued share capital. If the authority given by Resolution 9 was to be fully used, the options currently in issue would then represent 3.59% of the Company's issued share capital.

### **Length of notice of meetings (Resolution 10)**

The Articles enable the Company to call general meetings (other than AGMs) on 14 clear days notice. The Act increases this period to 21 days unless Shareholders have approved a shorter period which cannot be less than 14 days. This resolution seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that the approval be renewed. The Company will also need to meet the requirements for electronic voting before it can call a general meeting on 14 days' notice.

### **Political donations (Resolution 11)**

It is the policy of the Company not to make donations to political parties or incur political expenditure and it has no present intention of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate. However, the Act contains wide definitions of 'political donation', 'political organisation' and 'political party' and, as a result, it is possible that the Company and its subsidiaries may be prohibited from supporting bodies which it is in the shareholders' interest for the Company to support; for example, bodies concerned with policy review or law reform, with the representation of the business community or sections of it or special interest groups. Sponsorship, subscriptions, payment of expenses and paid leave for employees fulfilling public duties may even fall under the definitions. If this resolution is passed the Company and its subsidiaries will be authorised to make donations and incur expenditure which might otherwise be prohibited by legislation, up to a limit of, in aggregate, £50,000. The Directors consider that the authority is necessary to provide the Company with comfort that it will not, because of uncertainties as to the scope and interpretation of the legislation, unintentionally commit a technical breach of it. In common with other listed companies, the Directors are therefore seeking Shareholders' approval in the terms outlined in this resolution.

### **Action to be taken**

Whether or not you are able to attend the meeting, you are asked to complete the enclosed form of proxy and to post it to the Company's Registrars at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZX, as soon as possible but, in any event, to arrive no later than 11.00 am on 11 July 2011. Completion and posting of the form of proxy will not preclude you from attending and voting in person at the AGM should you wish to do so.

If you are a member of CREST, you may register your appointment of a proxy through the CREST electronic appointment service using CREST ID RA19. For further details refer to the CREST manual. Completion of a form of proxy or the appointment of a proxy electronically will not stop you attending the AGM and voting in person should you so wish.

A 'vote withheld' option is provided on the form of proxy accompanying this Notice of Meeting which is to enable you to withhold your vote on any particular resolution. 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 votes 'for' or 'against' a resolution.

**CREST – Regulation 41 of the Uncertificated Securities Regulations 2001**

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders registered in the register of members of the Company as at 6.00 pm on 11 July 2011 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the AGM.


**Documents for inspection**

Copies of (a) the Directors' service contracts; (b) a Statement of Directors' share interests and those of their families; and (c) the Articles will be available for inspection during business hours on any weekday from the date of this letter until the conclusion of the AGM at the Company's registered office and at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES. These documents will also be available for inspection at the place of the AGM for at least 15 minutes prior to, and during, the AGM.

**Recommendation**

The Directors believe that the resolutions referred to above which are to be proposed at the AGM are in the best interests of the Company and of the Shareholders as a whole and recommend Shareholders to vote in favour of them, as each of the Directors intends to do in respect of his or her own beneficial holding.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Ishbel Macpherson', followed by a long horizontal line extending to the right.

**Ishbel Macpherson**  
Chairman

# Speedy Hire Plc

(Registered in England and Wales No. 927680)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ('AGM') of Speedy Hire Plc ('Company') will be held at the Mere Court Hotel and Conference Centre, Warrington Road, Mere, Knutsford, Cheshire WA16 0RW on Wednesday 13 July 2011 at 11.00 am for the following purposes:

### Ordinary Business

1. To receive and, if thought fit, to adopt the annual accounts of the Company for the financial year ended 31 March 2011 together with the reports of the directors and auditors.
2. To approve the directors' remuneration report in respect of the financial year ended 31 March 2011.
3. To declare a final dividend of 0.2 pence per ordinary share in respect of the year ended 31 March 2011.
4. To re-elect Justin Read as a director of the Company ('Director') (who retires pursuant to Article 91 of the Company's Articles of Association ('Articles')).
5. To re-elect Michael Averill as a Director (who retires pursuant to Article 91 of the Articles).
6. To reappoint KPMG Audit Plc as the Company's auditors to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the directors of the Company ('Directors') to fix their remuneration.

### Special Business

To consider and, if thought fit, to pass the following resolutions, of which the resolutions numbered 7 and 11 will be proposed as ordinary resolutions and resolutions numbered 8 to 10 will be proposed as special resolutions:

7. That, in substitution for all subsisting authorities, the Directors be generally and unconditionally authorised, in accordance with 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 convert any security into, shares in the Company:
  - (a) up to a maximum nominal amount of £8,620,261; and
  - (b) comprising equity securities (as defined in the Act) up to a nominal amount of £17,240,522 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) above of this resolution) in connection with an offer by way of a rights issue:
    - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and
    - (ii) to the holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities

and this authority shall expire on 30 September 2012 or, if earlier, at the conclusion of the AGM of the Company to be held in 2012 but 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.

8. That, subject to the passing of resolution 7, the Directors be generally empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 7 as if section 561 of the Act did not apply to the allotment but this power shall be limited to:
  - (a) the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares but subject to the Directors having the right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter; and
  - (b) the allotment of equity securities pursuant to the authority granted under resolution 7 (a) up to a maximum nominal amount of £1,293,039;

and this power shall expire on 30 September 2012 or, if earlier, at the conclusion of the AGM of the Company to be held in 2012 but the Company may, before this power expires, make any offer, agreement or arrangement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer, agreement or arrangement as if this power had not expired.

9. That the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (as defined in section 693 of the Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors shall determine, provided that:
- (a) the maximum number of ordinary shares which may be acquired pursuant to this authority is 51,721,567 ordinary shares in the capital of the Company;
  - (b) the minimum price which may be paid for each such ordinary share is its nominal value and the maximum price is the higher of 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately before the purchase is made and the amount stipulated by Article 5 (1) of the Buy-back and Stabilisation Regulation 2003 (in each case exclusive of expenses)
  - (c) this authority shall expire on 30 September 2012 or, if earlier, at the conclusion of the AGM of the Company to be held in 2012; and
  - (d) the Company may make a contract or contracts to purchase ordinary shares under this authority before its expiry which will or may be executed wholly or partly after expiry of this authority and may make a purchase of ordinary shares pursuant to such contract or contracts.
10. That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.
11. That, in accordance with sections 366 and 367 of the Act, the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution is effective are authorised to:
- (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
  - (b) make political donations to political organisations other than political parties, not exceeding £50,000 in total; and
  - (c) incur political expenditure not exceeding £50,000 in total;
- in each case during the period commencing on the date of this resolution and ending at the conclusion of the AGM of the Company to be held in 2012 and provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during such period. For the purpose of this resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' shall have the meanings set out in sections 363 to 365 (inclusive) of the Act.

By Order of the Board

**Suzana Koncarevic**  
Company Secretary  
6 June 2011

Registered Office:  
Chase House  
16 The Parks  
Newton-le-Willows  
Merseyside WA12 0JQ

## Notes

1. A member entitled to attend and vote at the AGM convened by the notice set out above is entitled to appoint as proxy or proxies to attend, speak and vote in his place. A member may appoint more than one proxy in relation to the AGM, 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. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
2. A Form of Proxy is enclosed for your use. To be valid, the Form of Proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be received by the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZX, not later than 11.00 am on 11 July 2011.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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 using the CREST service to be valid, the appropriate CREST message ('**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is 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 our Registrars, Equiniti (ID RA19) by 11.00am on 11 July 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is 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, to procure that his 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.
4. Completion of a Form of Proxy or the appointment of a proxy electronically will not stop you attending the meeting and voting in person should you so wish.
5. The right to appoint a proxy does not apply to a person whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 14 of the Act ('**Nominated Person**'). Nominated Persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it they may have the right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
6. Any corporation that is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.
7. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders registered in the register of members of the Company as at 6.00 pm on 11 July 2011 (or in the case of an adjournment as at 48 hours before the time appointed for holding the meeting) shall be entitled to attend or vote at the AGM and that the number of votes which any Shareholder may cast, on a poll, will be determined by reference to the number of shares registered in such Shareholder's name at that time. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the AGM.

9. A 'vote withheld' option is provided on the Form of Proxy which is to enable a shareholder to withhold their vote on a particular resolution. 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 votes 'for' or 'against' a resolution.
10. Copies of (a) the Directors' service contracts; (b) a Statement of Directors' share interests and those of their families; and (c) the Articles will be available for inspection during business hours on any weekday from the date of this letter until the conclusion of the AGM at the Company's registered office and at the offices of Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES. These documents will also be available for inspection at the place of the AGM for at least 15 minutes prior to, and during, the AGM.
11. As at 25 May 2011 (being the latest business day prior to the publication of this notice), the Company's issued share capital consists of 517,215,666 ordinary shares of five pence each, carrying one vote each. Every member has one vote on a show of hands and on a poll one vote for each share held.
12. It is possible that, pursuant to requests made by members of the Company under section 527 of the Act, the Company may be required to publish on its website a statement setting out any matter 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 AGM. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.
13. A member of the Company attending the AGM has the right to ask questions relating to the business being dealt with at the AGM in accordance with section 319A of the Act. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. In accordance with section 311A of the Act, the contents of this notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM, the total voting rights members are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions, or members' matters of business received by the Company after the date of this notice can be found at [www.speedyhire.plc.uk](http://www.speedyhire.plc.uk).
15. Except as provided above, members of the Company who have general queries about the AGM should call our shareholder helpline on 0871 384 2769 (UK) or + 44 (0) 121 415 7047 (International) (calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday) or write to the Company's registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. No other methods of communication will be accepted. You may not use any electronic address provided either in this notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.