

# BEALE PLC

Company Number 02755125 (England & Wales)

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Beale PLC will be held at The Norfolk Royale Hotel, Richmond Hill, Bournemouth on Thursday 23 April 2015 at 11:30am for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 8 (inclusive) will be proposed as ordinary resolutions and resolution 9 will be proposed as a special resolution:

### Ordinary resolutions

1. To receive the financial statements and reports of the directors and auditors for the 52 weeks ended 1 November 2014.
2. To receive the report of the remuneration committee for the 52 weeks ended 1 November 2014.
3. To elect Stuart Lyons as a non-executive director and chairman.
4. To elect Andrew Perloff as a non-executive director.
5. To elect Simon Peters as a non-executive director.
6. To re-elect Tony Richards as an executive director.
7. To re-appoint Deloitte LLP as auditor.
8. To authorise the directors to determine the auditor's remuneration.

### Special resolution

9. That the Company be re-registered as a private limited company under the Companies Act 2006 by the name of Beale Limited.

By order of the Board

**Chris Varley** *BSc FCA*  
Secretary

18 March 2015  
Bournemouth

Registered office:  
The Granville Chambers  
21 Richmond Hill  
Bournemouth  
BH2 6BJ

### Notes:

- (a) If you have recently sold or otherwise transferred all of your ordinary shares in Beale PLC, please pass this document together with the accompanying form of proxy to the purchaser or transferee or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares as soon as possible.
- (b) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company at 6.00 p.m. on 21 April 2015 or, in the event that the meeting is adjourned, as at 6.00 p.m. on the day two days before the date of the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of

ordinary shares registered in their names at that time. Changes to entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.

- (c) Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote at the meeting and at any adjournment of it. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to different shares held by that shareholder. A proxy need not be a member of the Company but must attend the meeting to represent you. A proxy form for appointing a proxy and giving proxy instructions accompanies this notice. Members may only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. To appoint more than one proxy, you may photocopy the form of proxy. Please indicate the proxy holder's names and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you).
- (d) To be valid, any proxy form should be completed and returned (together with the power of attorney or other authority, if any, under which it is signed or a duly certified copy of such power or authority) so as to reach the Company's registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF no later than 48 hours before the time fixed for the meeting (the "**Specified Time**"). Completion and return of a proxy form does not preclude a member from subsequently attending the meeting and voting in person although in that event, any proxy appointment will automatically be terminated. If a shareholder submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- (e) The directors' service agreements and letters of appointment are available for inspection at the Company's registered office during normal office hours until the day of the meeting, when they will be available at The Norfolk Royale Hotel, Richmond Hill, Bournemouth from fifteen minutes prior to the meeting until its conclusion.
- (f) Pursuant to sections 527 to 531 of the Companies Act 2006, where requested by a member or members meeting the qualification criteria set out at note (g) below, the Company must publish on its 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:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- 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
- the statement may be dealt with as part of the business of the meeting.

The request:

- may be in hard copy form or in electronic form (see note (h) below);
- must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- must be authenticated by the person or persons making it (see note (h) below); and
- must be received by the Company at least one week before the meeting.

- (g) In order to be able to exercise the members' right to require the Company to publish audit concerns, the relevant request must be made by:
- a member or members having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company; or
  - at least 100 members having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.
- (h) Where a member or members wish to request the Company to publish audit concerns, such request must be made in one of the following ways:
- a hard copy request which is signed by the member, states his full name and address and is sent to the Secretary at the address provided above;
  - a request which is signed by the member, states his full name and address and is sent by fax to 01202 317 286 marked for the attention of the Secretary; or
  - a request which states the full name and address of the member and is sent to [CVarley@beales.co.uk](mailto:CVarley@beales.co.uk). Please state "AGM" in the subject line of the e-mail.

**The Directors consider the passing of the resolutions to be proposed at the AGM to be in the best interests of the Company and its shareholders as a whole and most likely to promote the success of the Company for the benefit of those shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of those resolutions.**