

**This document is important and requires your immediate attention.**

If you are in any doubt as to any aspects of the proposals referred to in this document or about the action you should take, you should seek your own personal financial advice from your stockbroker, bank, solicitor, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred your shares in S&U Plc, please forward this document to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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# **S&U Plc**

*(incorporated and registered in England and Wales under registration number 342025)*

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY CIRCULAR TO SHAREHOLDERS**

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Notice convening the Annual General Meeting of S&U Plc ("the Company") to be held at the Nuthurst Grange, Hockley Heath, Warwickshire on Friday 24 May 2013 at 11.30 am is set out at the end of this document. Shareholders will find enclosed a form of proxy for use in connection with the Annual General Meeting. Shareholders are requested to complete the form of proxy in accordance with the instructions printed on it and return it to the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and, in any event, so as to arrive no later than 11.30 am on Wednesday 22 May 2013. As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 11:30 am on Wednesday 22 May 2013.

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 2 to 6 of this document which recommends you to vote in favour of the resolutions to be proposed at the Annual General Meeting.

**S&U Plc**  
Royal House  
Prince's Gate  
Homer Road  
Solihull  
West Midlands  
B91 3QQ

12 April 2013

*To ordinary and preference shareholders*

Dear Shareholder

**Annual General Meeting 2013**

The 2013 Annual General Meeting of the Company will be held at Nuthurst Grange Hotel, Hockley Heath, Warwickshire, B94 5NL on Friday 24 May 2013 at 11.30 am. The formal notice of the meeting is set out at the end of this document.

I am writing to give you details of the items of business that will be put before the meeting.

This year, shareholders will be asked to approve 15 resolutions. Resolutions 1 to 11 will be proposed as ordinary resolutions. This means that more than 50 per cent of the votes cast must support these resolutions. Resolutions 12 to 15 will be proposed as special resolutions. At least 75 per cent of the votes cast must support these resolutions if they are to be passed.

**Resolution 1: Annual report and accounts**

Each year the directors of the Company are required to lay before the annual general meeting the annual accounts of the Company together with the directors' report and auditors' report on those accounts. The annual report and accounts for the year ended 31 January 2013 is available on the Company's website at [www.suplc.co.uk](http://www.suplc.co.uk). If you have elected to receive correspondence in hard copy, the copy of the annual report and accounts for the year ended 31 January 2013 will accompany this document.

**Resolution 2: Directors' remuneration report**

As we are an officially listed company, it is a statutory requirement that the directors' remuneration report be subject to an advisory vote by shareholders at the annual general meeting.

The remuneration report is set out in full on pages 10 to 14 of this year's annual report and accounts.

**Resolution 3: Final dividend**

The directors are recommending a final dividend of 20 pence per ordinary share to shareholders whose names appear on the register at the close of business on 21 June 2013. If approved, the final dividend will be paid on 12 July 2013.

**Resolutions 4, 5, and 6: Reappointment of directors**

Resolutions 4, 5 and 6 propose the reappointment of Graham Coombs, Chris Redford and Fiann Coombs as directors. This is in accordance with the Company's articles of association which require that one-third of the directors (or the number nearest to but not exceeding one-third) retire by rotation at each annual general meeting. The directors who are retiring by rotation are those who have been directors for the longest period of time since they were last appointed or reappointed by shareholders.

Biographical details of each of these directors are set out on pages 8 and 9 of this year's annual report and accounts and in the case of any non-executives proposed to be reappointed further explanation is given on page 15 of this year's annual report and accounts.

## **Resolutions 7 and 8: Reappointment and remuneration of auditors**

The Company is required to appoint auditors at each annual general meeting at which its annual accounts are laid, to hold office until the next such meeting. Therefore, Resolution 7 proposes the reappointment of Deloitte LLP as auditors and, in accordance with normal practice, Resolution 8 authorises the directors to determine the auditors' remuneration.

## **Resolution 9: Amend 2010 Long Term Incentive Plan**

To amend the rules of the S&U Plc 2010 Long-term incentive plan. The Remuneration Committee believes that it is important to retain key executives and to align their interests with those of shareholders. In line with this objective, the Committee has granted awards to executives under the S&U Plc 2010 Long-Term Incentive Plan (the "**LTIP**") and the S&U Plc 2008 Discretionary Share Option Plan (the "**DSOP**").

In particular the Committee wishes to retain and incentivise Guy Thompson. To that end Guy Thompson was granted options under the LTIP over 25,000 shares in October 2012. These are first exercisable on 29 August 2018 and are subject to rigorous performance conditions for the financial years ending 31 January 2014 to 31 January 2018 based on the audited number of new motor finance contracts and the audited profit before tax in respect of these periods. Taking account of other grants during the year, this was the maximum permitted under the rules of the LTIP. As announced at the time of that grant, the Committee wishes to grant options over a further 65,000 to Guy Thompson on similar terms. This requires an amendment to the rules of the LTIP that we are asking shareholders to approve.

Broadly, the LTIP allows for the grant of options worth up to a maximum of 50 per cent of base salary in any plan year. In addition, the total value of shares under options that can be granted under the LTIP and the DSOP in any one plan year cannot exceed 100 per cent of salary. In exceptional circumstances, this annual limit may be increased to 150 per cent of annual salary.

Guy Thompson has been granted options over shares worth 150 per cent of his salary in the plan year ending on the announcement of the Company's full year financial results on 26 March 2013. It is proposed to amend the rules of the LTIP to allow for the grant of an exceptional, one-off award to Guy Thompson (the "**Exceptional Award**") in the form of an option over 65,000 shares in respect of the plan year commencing on 27 March 2013.

The proposed amendment to the rules of the LTIP is substantially in the form specified in the Appendix to this letter.

It is intended that, if approved by shareholders, the new option will be exercisable at the same time and subject to the same performance conditions as the option granted over 25,000 shares in October 2012.

A copy of the LTIP rules showing the proposed amendment is available for inspection at the Company's registered office, Royal House, Prince's Gate, Homer Road, Solihull, West Midlands, B91 3QQ and at the offices of Deloitte LLP at 2 New Street Square, London, EC4A 3BZ from the date of this letter to the conclusion of the annual general meeting and at the place of the meeting itself for at least 15 minutes prior to and during the meeting.

## **Resolution 10: Political donations and political expenditure**

The Company's policy is not to make donations to political parties and there is no intention to change that policy. However, the Companies Act 2006 ("**Act**") defines political expenditure, political donations and political organisations very widely such that normal business activities which might not be thought to be political expenditure or a political donation to a political organisation in the usual sense may be included. For example, sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employees' donations to certain charities, expenditure on organisations concerned with matters of public policy, law reform and representation of the business community and communicating with the Government and political parties at local, national and European level may fall under the terms of the Act.

Accordingly, the Company, in common with many other companies, proposes to seek authority to incur a level of political donations and political expenditure to cover these kinds of activities on a precautionary basis, in order to avoid possible inadvertent contravention of the Act. The authority does not purport to authorise any particular donation or expenditure but is expressed in general terms, as required by the Act. Furthermore, as permitted under the Act, the authority covers any political donations made or political expenditure incurred, by any subsidiaries of the Company and covers three categories: (i) donations to political parties or independent election candidates; (ii) donations to political organisations; and (iii) political expenditure. Therefore, as a precautionary measure, you will be asked to give the Company authority to make political donations to political parties or independent election candidates not exceeding £20,000 in total, to make political donations to political organisations (other than political parties) not exceeding £50,000 in total and to incur political expenditure not exceeding £20,000 in total.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 15 months from the passing of the resolution (whichever is earlier). It is the directors' intention to renew this authority each year.

#### **Resolution 11: Authority to allot shares**

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

Resolution 11 is in two parts.

If passed, part (a) of resolution 11 will authorise the directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company) in connection with a rights issue only up to an aggregate nominal amount of £146,896 (as reduced by the aggregate nominal amount of any shares allotted or rights granted under part (b) of resolution 11). This amount (before any reduction) represents approximately 10% of the issued ordinary share capital of the Company as at 5 April 2013, being the last practicable date before the publication of this document.

If passed, part (b) of resolution 11 will authorise the directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £146,896 (as reduced by the aggregate nominal amount of any shares allotted or rights granted under part (a) of resolution 11). This amount (before any reduction) represents approximately 10% of the issued ordinary share capital of the Company as at 5 April 2013, being the last practicable date before the publication of this document.

If given, these authorities will expire at the conclusion of the Company's next AGM or on 24 August 2014 (whichever is the earlier). It is the directors' intention to renew the allotment authority each year.

As at the date of this document, no ordinary shares are held by the Company in treasury.

The directors have no current intention to exercise either of the authorities sought under resolution 11. However, the directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise.

### **Resolution 12: Disapplication of pre-emption rights**

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of section 560 of the Act) for cash, then under the Act they must first offer such shares or securities to ordinary shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 12, which will be proposed as a special resolution, if passed, will enable the directors to allot equity securities for cash up to a maximum aggregate nominal amount of £146,896 without having to comply with statutory pre-emption rights, but this power will be limited to allotments:

- (a) up to an aggregate nominal amount of (i) £146,896 in connection with a rights issue or in connection with an open offer or other pre-emptive offer, in each case to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- (b) in any other case, up to an aggregate nominal amount of £73,448 (which represents approximately five per cent of the issued ordinary share capital of the Company as at 5 April 2013, being the last practicable date before the publication of this document).

The directors intend to follow the provisions in the 2008 Statement of Principles issued by the Pre-Emption Group regarding cumulative usage of authorities within a rolling three-year period. The Principles provide that a company should not issue shares representing more than 7.5 per cent of its issued ordinary share capital for cash in any rolling three-year period, other than on a pre-emptive basis, without prior consultation with shareholders. In line with the Principles, the sale of treasury shares for cash does not count for the purposes of this 7.5 per cent limit.

If given, this power will expire at the conclusion of the Company's next AGM or on 24 August 2014 (whichever is the earlier). It is the directors' intention to renew this power each year.

### **Resolutions 13 and 14: Purchase by the Company of its own shares**

Resolutions 13 and 14, which will be proposed as special resolutions, seek to renew a similar authority granted at the Company's last annual general meeting. If passed, Resolution 13 will allow the Company to buy back up to 200,000 4.2 per cent cumulative preference shares in the market. Resolution 14 will, if passed, allow the Company to buy back up to 3,598,506 31.5 per cent cumulative preference shares in the market. The directors have no current intention of exercising either authority and would only do so if they were satisfied that the purchases would be likely to result in an increase in expected earnings per share, and would be in the best interests of shareholders generally.

Any shares purchased under this authority would be cancelled. The Board does not intend that any shares will be held as treasury shares.

If given, this power will expire at the conclusion of the Company's next AGM or on 24 August 2014 (whichever is the earlier). It is the directors' intention to renew this power each year.

### **Resolution 15: Notice period for general meetings**

Resolution 15 will be proposed as a special resolution to allow the Company to call general meetings (other than an annual general meeting) on 14 clear days' notice.

Changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice.

Before the regulations came into force, the Company was able to call general meetings other than an annual general meeting on 14 clear days' notice without obtaining shareholder approval. Resolution 15 seeks such approval in order to preserve this flexibility. However, the shorter notice period would not be used as a matter of routine for such meetings, but only where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole. If given, the approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Note that the changes to the Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

## **Recommendation**

The directors consider that the resolutions set out in the notice of annual general meeting at the end of this document are in the best interests of the Company and its shareholders as a whole and, accordingly, recommend that you vote in favour of them, as the directors intend to do in respect of their own beneficial shareholdings.

## **Action to be taken**

You will find enclosed a proxy form for use in respect of the annual general meeting. As a member you are entitled to appoint one or more persons as proxies to exercise all or any of your rights to attend, speak and vote at the annual general meeting. A proxy need not be a member of the Company. You 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 you. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by photocopying the proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you do not intend to attend the meeting in person, please complete and return this form indicating how you wish your votes to be cast on each of the resolutions. You will still be able to attend and vote at the meeting should you wish to do so.

To be effective, the proxy form must be completed in accordance with the instructions printed on it and returned as soon as possible but, in any event, so as to reach the Company's registrar, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, by no later than 11.30 am on Wednesday, 22 May 2013 (or, in the event that the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 11.30 am on Wednesday 22 May 2013 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

Yours sincerely

**Anthony Coombs**

Chairman

## NOTICE OF MEETING

Notice is hereby given that the 2013 Annual General Meeting of S&U Plc will be held at Nuthurst Grange Hotel, Hockley Heath, Warwickshire, B94 5NL on Friday 24 May 2013 at 11.30am for the following purposes:

To consider and, if thought fit, pass the following resolutions. Resolutions 1 to 11 will be proposed as ordinary resolutions and resolutions 12 to 15 will be proposed as special resolutions.

### Ordinary Resolutions

1. To receive the directors' report and the Company's annual accounts for the year ended 31 January 2013, together with the auditors' report on those accounts and the auditable part of the directors' remuneration report.
2. To approve the directors' remuneration report for the year ended 31 January 2013.
3. To declare a final ordinary dividend for the year ended 31 January 2013 of 20.0 pence per ordinary share in the capital of the Company, to be paid on 12 July 2013 to shareholders whose names appear on the register at close of business on 21 June 2013.
4. To re-elect as a director Graham Coombs (Aged 60) who retires by rotation.
5. To re-elect as a director Chris Redford (Aged 48) who retires by rotation.
6. To re-elect as a director Fiann Coombs (Aged 44) who retires by rotation.
7. To reappoint Deloitte LLP as auditors of the Company.
8. To authorise the directors to fix the remuneration of the auditors.
9. That the amendment to the rules of the S&U Plc 2010 Long-Term Incentive Plan ("LTIP"), to allow the grant of an exceptional award to Guy Thompson (the "Exceptional Award"), a draft of which is provided to the meeting and initialled by the Chairman for the purposes of identification be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to do all things necessary or expedient to carry the same into effect and to effect the grant of the Exceptional Award.
10. That pursuant to section 366 of the Companies Act 2006 ("2006 Act"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution shall have effect, be and are hereby authorised, in aggregate:
  - (a) to make political donations (as defined in section 364 of the 2006 Act) ("Political Donations") to political parties (as defined in section 363(1) of the 2006 Act) ("Political Parties") and/or to independent election candidates (as defined in section 363(3) of the 2006 Act) not exceeding £20,000 in total;
  - (b) to make Political Donations to political organisations (as defined in section 363(2) of the 2006 Act) other than Political Parties not exceeding £20,000 in total; and
  - (c) to incur political expenditure (as defined in section 365 of the 2006 Act) ("Political Expenditure") not exceeding £50,000 in total,in each case, during the period beginning with the date of the passing of this resolution and ending on the conclusion of the next AGM of the Company after the passing of this resolution or on 24 August 2014 (whichever is the earlier). In any event: (i) the aggregate amount of Political Donations and Political Expenditure to be made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £90,000; and (ii) each of the amounts referred to in this resolution may comprise one or more sums in different currencies which, for the purposes of calculating any such amount, shall be converted at such rate as the directors may, in their absolute discretion, determine to be appropriate.

11. That, pursuant to section 551 of the 2006 Act, the directors be and they are generally and unconditionally authorised for to exercise all the powers of the Company to allot Relevant Securities:

- (a) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate nominal amount of £146,896 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (b) of this resolution) in connection with a rights issue:
  - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
  - (ii) (to holders of other equity securities in the capital of the Company, as required by the rights of those securities
  - (iii) or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates 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 paragraph (a) of this resolution, up to an aggregate nominal amount of £146,896 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (a)),

provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 24 August 2014 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, "**Relevant Securities**" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in substitution for all existing authorities under section 551 of the 2006 Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

## **Special Resolutions**

12. That, subject to the passing of resolution 11, pursuant to section 570 of the 2006 Act and in substitution for all existing authorities under section 570 of the 2006 Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect), the directors be and they are generally empowered to allot equity securities (within the meaning of section 560 of the 2006 Act) wholly for cash pursuant to the authority conferred by resolution 11, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of such equity securities (whether by way of a rights issue, open offer or otherwise, but in the case of an allotment pursuant to the authority granted by paragraph (a) of resolution 11, such power shall be limited to the allotment of equity securities in connection with a rights issue):
  - (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
  - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities for cash pursuant to the authority granted by paragraph (b) of resolution 11 (otherwise than pursuant to sub-paragraph (a) above) up to an aggregate nominal amount of £73,448, and (unless previously revoked, varied or renewed) shall expire on the conclusion of the next AGM of the Company after the passing of this resolution or on 24 August 2014 (whichever is the 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 for cash in pursuance of any such offer or agreement as if the authority had not expired.

13. That the Company be generally and unconditionally authorised, in accordance with Section 701 of the 2006 Act, to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of Cumulative Preference Shares of £1 each in the capital of the Company ("**Cumulative Preference Shares**") provided that:

- (a) the maximum number of per cent Cumulative Preference Shares hereby authorised to be purchased is 200,000;
- (b) the minimum price (excluding expenses) which may be paid for a Cumulative Preference Share is £1.00;
- (c) the maximum price (excluding expenses) which may be paid for a Cumulative Preference Share is the higher of:
  - (i) an amount equal to 105 per cent of the average of the middle market quotations for a Cumulative Preference Share as derived from the Daily Official List of the London Stock Exchange Plc for the five business days immediately preceding the day on which the purchase is made; and
  - (ii) an amount equal to the higher of the price of the last independent trade of a Cumulative Preference Share and the highest current independent bid for a Cumulative Preference Share on the trading venue where the purchase is carried out,
- (d) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 24 August 2014 (whichever is the earlier) unless such authority is renewed prior to that time (except in relation to the purchase of Cumulative Preference Shares the contract for which was concluded before such time and which will or may be executed wholly or partly after such time).

14. That the Company be generally and unconditionally authorised, in accordance with Section 701 of the 2006 Act, to make market purchases (within the meaning of Section 693(4) of the 2006 Act) of 31.5 per cent Cumulative Preference Shares of 12.5 pence each in the capital of the Company ("**31.5 per cent Cumulative Preference Shares**") provided that:

- (a) the maximum number of 31.5 per cent Cumulative Preference Shares hereby authorised to be purchased is 3,598,506;
- (b) the minimum price (excluding expenses) which may be paid for a 31.5 per cent Cumulative Preference Share is £0.125;
- (c) the maximum price (excluding expenses) which may be paid for a 31.5 per cent Cumulative Preference Share is the higher of:
  - (i) an amount equal to 105 per cent of the average of the middle market quotations for a 31.5 per cent Cumulative Preference Share as derived from the Daily Official List of the London Stock Exchange Plc for the five business days immediately preceding the day on which the purchase is made; and
  - (ii) an amount equal to the higher of the price of the last independent trade of a 31.5 per cent Cumulative Preference Share and the highest current independent bid for a 31.5 per cent Cumulative Preference Share on the trading venue where the purchase is carried out,

(d) this authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or on 24 August 2014 (whichever is the earlier) unless such authority is renewed prior to that time (except in relation to the purchase of 31.5 per cent Cumulative Preference Shares the contract for which was concluded before such time and which will or may be executed wholly or partly after such time). That a general meeting (other than an AGM) may be called on not less than 14 days' notice.

By Order of the Board

**Chris Redford**

Secretary

12 April 2013

Registered office: Royal House, Prince's Gate,  
Homer Road, Solihull, West Midlands, B91 3QQ.

## Notes

1. Only shareholders whose names appear on the register of members of the Company as at 6.00 pm on 22 May 2013 (or, if the meeting is adjourned, 6.00 pm on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend the AGM either in person or by proxy and the number of ordinary shares then registered in their respective names shall determine the number of votes such persons are entitled to cast on a poll at the AGM. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.
2. A shareholder is entitled to appoint one or more persons as proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy need not be a shareholder of the Company. 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 a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by photocopying the proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the shareholder may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. The right of a shareholder under section 324 of the 2006 Act to appoint a proxy does not apply to a person nominated to enjoy information rights under section 146 of the 2006 Act.

Any person to whom this Notice is sent who is a person nominated under Section 146 of the 2006 Act to enjoy information rights (a Nominated Person) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting if he or she so wishes. A proxy may only be appointed in accordance with the procedures set out in this note 3 and note 4 below and the notes to the proxy form.

3. As at 5 April 2013 (being the latest business day prior to the publication of this notice), the Company's issued ordinary share capital consists of 11,751,728 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 5 April 2013 are 11,751,728.

4. A form of proxy is enclosed. To be valid, it must be completed, signed and sent to the offices of the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, so as to arrive no later than 11.30 am on Wednesday 22 May 2013 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

As an alternative to completing your hard-copy proxy form, you can appoint a proxy electronically at [www.capitashareportal.com](http://www.capitashareportal.com). For an electronic proxy appointment to be valid, your appointment must be received by no later than 11.30 am on Wednesday 22 May 2013 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

5. A shareholder or shareholders having a right to vote at the meeting and holding at least five per cent of the total voting rights of the Company, or at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital, may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to either the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting of the Company in accordance with section 527 of the 2006 Act.

6. Any such request must:

- identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;
- may be made either:
  - (i) in hard copy, by sending it to the Company Secretary, Royal House, Princes Gate, Homer Road, Solihull, B91 3QQ; or
  - (ii) in electronic form, by sending it to fax number 01217057878 marked for the attention of the Company Secretary or email [info@suplc.co.uk](mailto:info@suplc.co.uk) (please insert "S & U: AGM" in the subject line of the email);
- state the full name(s) and address(es) of the shareholder(s);
- where the request is made in hard copy form (or by fax) be signed by the shareholder(s); and
- be received by the Company at least one week before the meeting.
- Where the Company is required to publish such a statement on its website:
  - (i) it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
  - (ii) it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and
  - (iii) the statement may be dealt with as part of the business of the meeting.

7. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with section 319A of the 2006 Act. The Company must answer any such question unless:

- to do so would interfere unduly with the preparation for the meeting or would involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

8. The following information is available for inspection during normal business hours at the registered office of the Company (excluding weekends and public holidays). It will also be available for inspection at the place of the annual general meeting from 15 minutes immediately before the meeting until its conclusion:
  - copies of the service contracts and letters of appointment of the directors;
  - a copy of the rules of the S&U Plc 2010 Long Term Incentive Plan showing the proposed amendment.
9. Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out on pages 8 and 9 of the annual report and accounts.
10. The information required by section 311A of the 2006 Act to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders, is available at [www.suplc.co.uk](http://www.suplc.co.uk).

Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so using the email address [info@suplc.co.uk](mailto:info@suplc.co.uk). No other methods of communication will be accepted.

## APPENDIX

### **Proposed amendment to the rules of the S&U Plc 2010 Long-Term Incentive Plan (“LTIP”)**

1. Insert a new definition as follows:

**“Exceptional Award”** the grant of a Nominal Value Option to Guy Thompson over a maximum of 65,000 Shares as approved by shareholders of the Company at the Company’s annual general meeting on 24 May 2013

2. Rule 3.1 (LTIP individual limit) and Rule 3.2 (combined LTIP and Discretionary Share Option Plan limit) are made subject to a new Rule 3.7.
3. New Rule 3.7 is inserted which provides that the limits in Rules 3.1 and 3.2 do not apply to the grant of the Exceptional Award.