

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser authorised pursuant to the Financial Services and Markets Act 2000 immediately.**

If you have sold or otherwise transferred all of your Ordinary shares in Victoria PLC, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person through whom the sale or transfer was effected for transmission to the person who now holds the shares.

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# **VICTORIA PLC**

*(the "Company")*

*(incorporated and registered in England and Wales under number 00282204)*

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice of the Annual General Meeting of the Company to be held at the Company's registered office at Worcester Road, Kidderminster, Worcestershire, DY10 1JR on 31 August 2012 at 11.00 am is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received no later than 11.00 am on 29 August 2012.

**VICTORIA**  
(Incorporated and registered in England and Wales under number 0282204)

**Registered Office:**

Worcester Road  
Kidderminster  
Worcestershire  
DY10 1JR

30 July 2012

To the shareholders of Company shares

**Notice of Annual General Meeting**

Dear Shareholder

I have pleasure in enclosing this year's Notice of the Annual General Meeting ("AGM") of the Company which will be held at the Company's registered office, Worcester Road, Kidderminster DY10 1JR, at 11.00 am on Friday, 31 August 2012. The formal notice of AGM is set out on pages 4 and 5 of this document. This letter sets out the details of the items of business to be transacted at the meeting.

The AGM affords the Board an opportunity to communicate with its shareholders and to respond to shareholder questions. The Board positively encourages shareholder participation either through attending the AGM in person or voting by proxy on the resolutions.

The proposed Resolutions relate to standard matters that are dealt with at every AGM. In particular:

**1. Dividend**

Shareholders are being asked to approve a final dividend of 7.00p per Ordinary share for the year ended 31 March 2012. If you approve the recommended final dividend, this will be paid on 6 September 2012 to all ordinary shareholders who were on the Register of Members on 10 August 2012, with the ex-dividend date being 8 August 2012.

**2. Election and re-election of Directors**

Resolutions 4 and 5 relate to the re-election of Directors. Messrs Alan Bullock and Barry Poynter are retiring by rotation in accordance with the Company's Articles of Association and are both seeking re-election. I can confirm, following performance evaluation, that the Board continues to regard both Mr Bullock and Mr Poynter as effective. Mr Bullock and Mr Poynter each contribute valuable skills and judgement to the Board and both demonstrate high levels of commitment to their roles. Biographical details of both of the Directors standing for re-election are set out in Appendix II to this notice.

Full details of the special business to be proposed at the AGM can be found in the Explanatory Notes incorporated in the Notice of AGM attached to this letter.

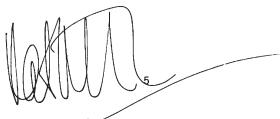
**Recommendations**

The Board believes that all the resolutions to be considered at our AGM and as set out in the Notice of AGM will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board unanimously recommends shareholders to vote in favour of them. Individual members of the Board intend to vote their own beneficial and non-beneficial holdings currently amounting to 2.54 per cent of the issued Ordinary share capital of Victoria PLC in favour of all resolutions.

### **What to do next**

You will find a proxy form for the AGM with this letter. This allows someone else to attend the AGM and vote on your behalf. That person need not be a shareholder. Alternatively, you can use the form to allow me to vote for you. Please fill in the proxy form and return it to the Company's registered office by 11.00am on Wednesday 29 August 2012. CREST members who wish to appoint a proxy or give an instruction through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. More details are set out in the notes on the form of proxy. CREST members wishing to appoint multiple proxies for a holding should contact the Company Secretary, Terry Danks. The completion and return of the proxy form will not preclude a member from attending the meeting and voting in person.

Yours faithfully



Katherine Innes Ker  
Chairman

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the seventy-ninth Annual General Meeting of Victoria PLC (the "Company") will be held at Worcester Road, Kidderminster, Worcestershire, DY10 1JR on 31 August 2012 at 11.00 am to consider and, if thought fit, to pass resolutions 1 to 8 inclusive as ordinary resolutions and resolutions 9 to 11 inclusive as special resolutions:

## ORDINARY RESOLUTIONS

1. To receive and adopt the annual accounts of the Company for the period ended 31 March 2012, together with the Reports of the Directors and the Auditor.
2. To approve the Remuneration Report for the period ended 31 March 2012.
3. To declare a final dividend of 7.00 pence per Ordinary share in respect of the period ended 31 March 2012 to be paid to shareholders on the Register of Members at the close of business on 10 August 2012.
4. To re-elect as a Director, Alan Bullock, who retires from the Board in accordance with the Company's Articles of Association and, being eligible, offers himself for re-election.
5. To re-elect as a Director, Barry Poynter, who retires from the Board in accordance with the Company's Articles of Association and, being eligible, offers himself for re-election.
6. To re-appoint Deloitte LLP as Auditor of the Company to hold office until conclusion of the next Annual General Meeting at which financial statements are laid before the Company and to authorise the Directors acting through the Audit Committee to determine the Auditor's remuneration.
7. THAT in accordance with section 366 of the Companies Act 2006 (the "**2006 Act**"), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect be authorised during the period from the date of the passing of this resolution to the conclusion of the Company's Annual General Meeting in 2013 or 30 November 2013, whichever is the earlier, to:
  - (i) make donations to political parties and/or independent election candidates;
  - (ii) make donations to political organisations other than political parties or independent election candidates; and
  - (iii) incur political expenditure;provided that the expenditure by the Company and its subsidiaries under the said authority shall not exceed £10,000 under any one of paragraphs (i),(ii) or (iii) above or in the aggregate during the period for which this resolution has effect.

Words and expressions defined for the purposes of the 2006 Act shall have the same meaning in this resolution.

8. THAT the Directors be generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise all the powers of the Company to allot Relevant Securities up to an aggregate nominal amount of £578,629 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 30 November 2013, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or granted after such expiry and the Directors may allot or grant Relevant Securities in pursuance of such offer or agreement as if this authority had not expired. This authority revokes and replaces all unexercised authorities previously granted to the Directors to allot or grant Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

For the purposes of this resolution 8, "Relevant Securities" means:

- (a) Ordinary shares in the Company other than shares allotted pursuant to:
  - (i) an employee share scheme (as defined by section 1166 of the 2006 Act);
  - (ii) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
  - (iii) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security; and
- (b) any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme. References to the allotment of Relevant Securities in this resolution 8 include the grant of such rights.

## **SPECIAL RESOLUTIONS**

9. THAT, subject to the passing of resolution 8 above, the Directors be generally empowered pursuant to sections 570 and 573 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) wholly for cash, either pursuant to the authority conferred by resolution 8 above or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - (a) in connection with an offer of such securities by way of rights to holders of Ordinary shares on the register of members at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective holdings of such Ordinary shares held by them on any such record date(s), but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange, or any other matter whatever; and
  - (b) otherwise than pursuant to sub-paragraph (a) above up to an aggregate nominal amount of £86,794.25 (representing not more than 5% of issued Ordinary share capital);
- and shall expire at the conclusion of the Company's Annual General Meeting in 2013 or, if earlier, 30 November 2013, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power hereby conferred had not expired.
10. THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the 2006 Act to make one or more market purchases (within the meaning of section 693(4) of the 2006 Act) on the London Stock Exchange of Ordinary shares of 25p each in the capital of the Company, on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
  - (a) the maximum aggregate number of Ordinary shares hereby authorised to be purchased is 347,177, (representing five per cent of the Company's existing issued Ordinary share capital);
  - (b) the minimum price which may be paid for each Ordinary share is 25p;
  - (c) the maximum price which may be paid for each Ordinary share shall not be more than five per cent above the average of the middle market quotations for an Ordinary share in the Company, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the date on which the Ordinary share is contracted to be purchased;
  - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's Annual General Meeting in 2013 or 30 November 2013, if earlier; and
  - (e) the Company may make a contract or contracts to purchase Ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of Ordinary shares in pursuance of any such contract or contracts.
11. THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice, provided that this authority shall expire at the conclusion of the Annual General Meeting of the Company in 2013.

By order of the Board

**Terry Danks**  
Company Secretary

30 July 2012

Registered Office:  
Worcester Road  
Kidderminster  
Worcestershire  
DY10 1JR

Registered in England and Wales No. 00282204

## **Inspection of documents**

The following documents will be available for inspection during normal business hours at the Company's registered office at Worcester Road, Kidderminster, Worcestershire, DY10 1JR and at the offices of Brown Rudnick LLP at 8 Clifford Street, London, W1S 2LQ from the date of this document until the conclusion of the AGM.

- Copies of the Executive Directors' service contracts;
- Copies of letters of appointment of the Non-executive Directors.

## **Notes**

1. Shareholders entitled to attend and to speak and vote at the Annual General Meeting are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice at Annual General Meeting, or for shareholders who have agreed to the Company sending or supplying documents via the Company's website, a proxy form shall be sent to shareholders with the letter notifying them of the publication of this document.
2. If you are not a member of the Company but you have been nominated by a member of the Company under section 146 of the 2006 Act to enjoy information rights, you do not automatically have a right to appoint any proxies in respect of the Annual General Meeting. Instead please see note 9 below.
3. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Company's registered office at Victoria PLC, Worcester Road, Kidderminster, Worcestershire, DY10 1JR no later than 11.00am on Wednesday, 29 August 2012.
4. The return of a completed proxy form will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
5. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at the offices of Capita Registers, 34 Beckenham Road, Beckenham, Kent BR3 4TU at 11.00 am on Wednesday, 29th August 2012 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. As at 30 July 2012 (being the latest practicable date for preparation of this Notice), the Company's issued share capital consisted of 6,943,556 Ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 30 July 2012 was 6,943,556. The website referred to in note 12 below will include equivalent information on the number of issued shares and voting rights.
7. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company satisfying the thresholds under section 527 of the 2006 Act, the Company may be required to publish a statement on its website setting out any matter relating to: (i) 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 Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting. The Company cannot require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 2006 Act. Where the Company is required to place a statement on its website under section 527 of the 2006 Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.

8. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll, in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.
9. 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 (a "Relevant Member"), have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. 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 Relevant Member as to the exercise of voting rights. Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.
10. Any corporation which is a member may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the 2006 Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder of the Company, provided that they do not do so in relation to the same shares.
11. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting 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.
12. A copy of this Notice, and other information required by section 311A of the 2006 Act, can be found at <http://www.victoriaplccom/victoriaplcc/investors/agmdetails>.

## APPENDIX I

### EXPLANATORY NOTES TO THE NOTICE OF GENERAL MEETING

The notes on this page give an explanation of the proposed resolutions.

Resolutions 1 to 8 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 9 to 11 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

#### **Resolution 1: Annual Report and Financial Statements 2011/12**

The Directors are required to present to shareholders at the Annual General Meeting the Accounts and the reports of the Directors and the Auditor for the year ended 31 March 2012. They are contained in the Company's Annual Report and Financial Statements for the year ended 31 March 2012.

#### **Resolution 2: Directors' Remuneration Report**

Shareholders are asked to approve the Directors' Remuneration Report, which is contained in the Annual Report and Financial Statements for the year ended 31 March 2012. Voting on this resolution is advisory in nature, meaning that by voting for this resolution, shareholders indicate approval of the report.

#### **Resolution 3: Declaration of Final Dividend**

The Directors recommend a final dividend of 7.00p per Ordinary share for the year ended 31 March 2012. Subject to approval by the shareholders, the final dividend will be paid on 6 September 2012 to shareholders on the Company's Register of Members at close of business on 10 August 2012.

#### **Resolution 4: Re-election of Director**

Resolution 4 is for the re-election as a Director of Alan Bullock, who retires by rotation and, being eligible, offers himself for re-election, pursuant to the Company's Articles of Association. His brief biographical details appear in Appendix II.

Following performance evaluation, Alan Bullock's performance continues to be regarded by the Board as effective and as demonstrating commitment to the role, including an appropriate commitment of time for Board and Committee meetings and other duties required of him.

#### **Resolution 5: Re-election of Director**

Resolution 5 is for the re-election as a Director of Barry Poynter, who retires by rotation and, being eligible, offers himself for re-election, pursuant to the Company's Articles of Association. His brief biographical details appear in Appendix II.

Following performance evaluation, Barry Poynter's performance continues to be regarded by the Board as effective and as demonstrating commitment to the role, including an appropriate commitment of time for Board and Committee meetings and other duties required of him.

#### **Resolution 6: Re-appointment of Auditor**

The Company is required to appoint an auditor at each Annual General Meeting at which accounts are laid. Resolution 6 proposes the re-appointment of Deloitte LLP as Auditor of the Company to hold office until conclusion of the next Annual General Meeting at which accounts are laid. In accordance with standard practice, this resolution gives authority to the Directors to determine the remuneration of the Auditor.

#### **Resolution 7: Authority for Certain Political Donations and Expenditure**

This ordinary resolution seeks authority from shareholders to enable the Company and its subsidiaries to:

- (a) make donations to political parties and/or independent election candidates
- (b) make donations to political organisations other than political parties or independent election candidates; and
- (c) to incur political expenditure

subject to an overall aggregate cap of £10,000 in the European Union ('EU'), which it would otherwise be prohibited from making or incurring because of the 2006 Act in the UK.

The Directors are seeking such authority for the period up to fifteen months after the date of the resolution or, if earlier, the conclusion of the next Annual General Meeting.

The Company has no intention of changing its current practice of not making payments to political parties or independent election candidates. However, the legislation is widely drawn and the Company remains concerned that it could catch activities such as policy review, law reform, the representation of the business community and special interest groups which the Company and its subsidiaries may wish to support. As a result, the definitions may cover legitimate business activities not in the ordinary sense considered to be political donations or political expenditure. The authority which the Board is requesting is a precautionary measure to ensure that the Company and its subsidiaries do not inadvertently breach the 2006 Act.

#### **Resolution 8: Authority to Allot**

At the last Annual General Meeting of the Company held on 2 August 2011, the Directors were given authority to allot Ordinary shares in the capital of the Company up to a maximum nominal amount of £578,630 representing approximately one third of the Company's then issued Ordinary share capital. This authority expires at the end of this year's Annual General Meeting.

There is no statutory limit on the maximum nominal amount of the section 551 authority under the Act but, under the current guidelines of the Association of British Insurers (ABI), ABI members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to one third of the Company's issued share capital.

In light of these guidelines, the Board considers it appropriate that Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £578,630, which is equal to 2,314,518 Ordinary shares of 25 pence each, representing the ABI guideline limit of approximately one third of the Company's issued Ordinary share capital as at 30 July 2012 (the latest practicable date prior to publication of this notice). The power will last until the end of the next Annual General Meeting of the Company or, if earlier, 30 November 2013.

The Directors do not currently intend to exercise this authority except in respect of exercises of share options and the release of shares awarded under the Company's share plans. However, the Directors consider it appropriate to maintain the flexibility that this authority provides.

As at the date of this letter, the Company does not hold any Ordinary shares in the capital of the Company in treasury.

#### **Resolution 9: Disapplication of pre-emption rights**

If equity securities are to be allotted for cash using the authority given by resolution 8, section 561(1) of the Act requires that those securities are offered first to existing shareholders in proportion to the number of Ordinary shares they each hold at the time of the offer. An offer of this type is called a rights issue and the entitlement to the offer of the new securities first is known as a pre-emption right.

There are circumstances when it is in the interests of the Company for the Directors to be able to allot new equity securities for cash other than by way of a strict rights issue. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights. The authority given by resolution 9 empowers the Directors to modify this requirement for rights issues so that they may effect such exclusions or other arrangements as they may deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws or requirements of any recognised regulatory body or any stock exchange or otherwise in any overseas territory or any other matter.

In the light of the ABI guidelines described in relation to resolution 8 above, this authority will permit the Directors to allot:

- (a) shares up to a nominal amount of £578,629 (representing one third of the Company's issued share capital) on an offer of securities to existing shareholders (subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit)
- (b) shares up to a maximum nominal value of £86,794.25, representing approximately 5 per cent of the issued Ordinary share capital of the Company as at 30 July 2012 (the latest practicable date prior to publication of this letter) otherwise than in connection with an offer to existing shareholders.

Resolution 9 is being passed pursuant to sections 570 and 573 of the Act. The authority contained in resolution 9 will expire at the end of the next Annual General Meeting of the Company or, if earlier, on 30 November 2013.

#### **Resolution 10: Authority to purchase own shares**

The resolution to be proposed will seek to renew authority granted to the Directors at the Annual General Meeting in August 2011 and which will expire on 31 August 2012. No shares have been acquired pursuant to that authority.

If shareholders pass resolution 10, the authority, unless previously renewed, varied or revoked, will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on 30 November 2013.

This authority will apply to up to 347,177 Ordinary shares, having an aggregate nominal value of £86,794.25, being 5 per cent of the issued Ordinary share capital on 30 July 2012 (the latest practicable date prior to publication of this letter). The minimum price which may be paid is 25 pence per share (being the nominal value of a share) and the maximum price is an amount equal to 105 per cent of the average of the middle market quotations of the Company's shares, as

derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased.

The Directors consider that there may be circumstances in which it would be desirable for the Company to purchase its own shares in the market. They would like to be able to act quickly if circumstances arose in which they considered such a purchase desirable, for example when, in the Board's opinion, market prices do not reflect the Company's worth. The Directors will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. Purchases would only be made if their effect would be expected to increase earnings per share and would be expected to benefit shareholders generally. Any purchases of Ordinary shares would be by means of market purchases through the London Stock Exchange.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares whilst held in treasury and no voting rights attached to treasury shares. Shares purchased under this authority would be cancelled and the number of shares in issue would be reduced accordingly, or held in treasury if considered appropriate. As at 30 July 2012 (being the latest practicable day prior to the publication of this Notice of Annual General Meeting), no Ordinary shares are held in treasury. In order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to assess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

The total number of options to subscribe for Ordinary shares outstanding at 30 July 2012 was 727,530, being 10.48 per cent of the Company's current issued share capital. If the authority to purchase the Company's Ordinary shares was exercised in full, these options would represent 11.03 per cent of the Company's issued Ordinary share capital.

#### **Resolution 11: Length of notice of general meetings**

Resolution 11 is a resolution to allow the Company to hold General Meetings (other than Annual General Meetings) on 14 clear days' notice.

Before the introduction of the Companies (Shareholders' Rights) Regulations 2009 in August 2009, the minimum notice period permitted by the 2006 Act for General Meetings (other than public company Annual General Meetings) was 14 days. One of the amendments made to the 2006 Act by the Regulations was to increase the minimum notice period for General Meetings of listed companies to 21 days, but with an ability for companies to reduce this period back to 14 days (other than for Annual General Meetings), provided that two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The Board is therefore proposing resolution 11 as a special resolution to approve 14 clear days as the minimum period of notice for all General Meetings of the Company other than Annual General Meetings. The approval will be effective until the end of the Company's next Annual General Meeting, when it is intended that the approval be renewed. The Board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, including whether the business of the meeting is time-sensitive.

## APPENDIX II

### **BIOGRAPHICAL DETAILS OF ALAN BULLOCK**

Alan Bullock was appointed to the Board of Victoria PLC in September 1996 as Group Managing Director.

Alan joined Victoria Carpets in the UK in 1972 and held the post of Export Director for 17 years. He was appointed Managing Director of Victoria Carpets UK in 1995.

### **BIOGRAPHICAL DETAILS OF BARRY POYNTER**

Barry Poynter was appointed to the Board in August 2006.

Barry joined the Victoria Carpet Company in Australia in 1996 as Financial Director and was subsequently appointed Managing Director of the Australian subsidiary in 2004.

