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To holders of ordinary shares in The 600 Group PLC (the "Company").

Registered no. 196730



Registered office:

Union Street
Heckmondwike
West Yorkshire
WF16 0HL

31 August 2010

Dear Shareholder

Annual General Meeting

A formal notice of the 86th Annual General Meeting of the Company to be held at The Leeds Marriott, 4 Trevelyan Square, Boar Lane, Leeds LS1 6ET on 29 September 2010 at 11.30am, together with a Form of Proxy for use at the Annual General Meeting and a copy of the Annual Report and Accounts for the period ended 3 April 2010, accompany this letter. The notice sets out the resolutions to be proposed at the Annual General Meeting and this letter explains their terms more fully.

Ordinary business

Please note that, as all the members of the Board were re-elected by shareholders within the last two years, no directors are due to retire by rotation at this year's Annual General Meeting.

Resolution 1 – Report and accounts

The directors are under a duty in respect of each financial year to lay the accounts and the reports of the directors and the auditor before the Company in General Meeting. This gives shareholders the opportunity to ask questions on the contents of the Annual Report and Accounts for the period ended 3 April 2010 before voting on the resolution.

Resolution 2 – Remuneration Report

Section 439 of the Companies Act 2006 (the "Act") requires the Company to produce a yearly report on directors' remuneration and to put an ordinary resolution to shareholders for approval of that report. The directors' remuneration report for which approval is sought is set out on pages 17 to 20 of the Annual Report and Accounts for the period ended 3 April 2010. In line with Section 439, this vote will be advisory only.

Resolution 3 – Auditor

This resolution proposes the re-appointment of KPMG Audit Plc as auditor until the conclusion of the next Annual General Meeting and, in accordance with standard practice, authorises the directors to determine the auditor's remuneration.

Resolution 4 – Authority to allot shares

The 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 of Association. This resolution proposes that the directors are given authority to allot ordinary shares and other relevant securities up to an aggregate nominal amount of £190,778.93 without obtaining further consent of its shareholders. This is the equivalent of one-third of the issued share capital of the Company as at 31 August 2010. The authority shall expire at the earlier of the close of the 2011 Annual General Meeting or 28 December 2011 and will replace the authority granted to the directors at last year's Annual General Meeting.

In addition, the proposed new authority will allow the directors to allot new shares and other relevant securities in connection with a rights issue up to a further aggregate nominal value of £190,778.93, equivalent to one-third of the Company's issued ordinary share capital of the Company as at 31 August 2010. This latter authority is being sought in accordance with recent changes in corporate governance guidelines. Once this resolution is passed the directors will have the authority in certain circumstances to allot new shares and other relevant securities up to a nominal amount of £381,557.86, representing a total amount equal to two-thirds of the Company's issued ordinary share capital as at 31 August 2010. The directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines in order to respond to market developments and to enable allotments to take place. If the directors do exercise the additional authority, they intend to follow emerging best practice as regards its use (including as regards to directors standing for re-appointment in certain circumstances), as recommended by the Association of British Insurers (ABI).

The directors have no present intention of allotting, or agreeing to allot, any shares otherwise than in connection with the Company's employee share schemes, to the extent permitted or required by such schemes.

Special business

Resolution 5 – Purchase of own shares

This resolution is to grant the Company 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. The authority will expire on the earlier of the conclusion of the 2011 Annual General Meeting and 28 December 2011. 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 31 August 2010) 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. The purchases will 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.

Special business continued**Resolution 6 – Disapplication of pre-emption rights**

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 Annual General Meeting 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 2011 Annual General Meeting and 28 December 2011. 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 £28,616.84 (being approximately 5% of the issued ordinary share capital of the Company as at 31 August 2010 (being the latest practicable date prior to the publication of this document)). This resolution complies with ABI guidelines. The directors do not intend to issue more than 7.5% of the issued ordinary share capital of the Company for cash on a non pre-emptive basis on any rolling three year period without prior consultation with the investment committees of the ABI and National Association of Pension Funds. The Board has no present intention of exercising this authorisation but wishes to have the flexibility to do so in the future.

Resolution 7 – New Articles of Association

It is proposed in resolution 7 to adopt new Articles of Association (the "New Articles") in order to update the Company's current Articles of Association (the "Current Articles") primarily to take account of the coming into force of the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations"), the implementation of the last parts of the Act and amendments to the Uncertified Securities Regulations 2001.

The principal changes introduced in the New Articles are summarised in the Appendix to this notice on pages 6 and 7. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which mirror or effect changes made by the Act, the Shareholders' Rights Regulations or the Uncertified Securities Regulations 2001, or conform the language of the New Articles with that used in the model articles for public companies produced by the Department of Business, Innovation and Skills, have not been noted in the Appendix.

A copy of the New Articles marked to show the changes being proposed by this resolution will be on display at the meeting.

Resolution 8 – Convening of general meetings

Under the Shareholders' Rights Regulations the notice period for general meetings of a Company has been extended to 21 days unless certain requirements are satisfied. The Company has met these requirements and accordingly resolution 8 is proposed to allow the Company to continue to call general meetings on 14 clear days' notice. The directors believe it is in the best interest of the shareholders of the Company to preserve the shorter notice period and accordingly are putting this resolution to the meeting. It is intended that this flexibility will only be used for non-routine business and when merited in the interest of shareholders as a whole. The approval will be effective until the Company's Annual General Meeting in 2011, when it is expected that a similar resolution will be proposed. It should also be noted 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.

Resolution 9 – Political donations

Part 14 of the Act prohibits the Company and its subsidiaries (the "Group") from making political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less during any twelve month period will not be caught.

Neither the Company nor any of its subsidiaries have any intention of making any political donations or incurring any political expenditure. However, the Act defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be included in these definitions.

Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commit any breaches of the Act through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred.

Recommendation

Your directors believe the proposals in relation to the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders as a whole and recommend shareholders to vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Action to be taken

All ordinary shareholders are entitled to attend and vote on all resolutions at the Annual General Meeting. A Form of Proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible and in any event so that it is received by the Company's registrar, Capita Registrars, Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 11.30am on 27 September 2010. Completion and return of the Form of Proxy will not prevent you from attending the meeting and voting in person should you wish.

Yours faithfully

Martin Temple

Chairman

Notice of Annual General Meeting

Notice is hereby given that the 86th Annual General Meeting of The 600 Group PLC will be held at The Leeds Marriott, 4 Trevelyan Square, Boar Lane, Leeds LS1 6ET on 29 September 2010 at 11.30am and the business to be brought before the meeting will be passing resolutions 1 to 4 and 9 as ordinary resolutions and 5 to 8 as special resolutions:

Ordinary business

- 1 To receive the accounts, together with the reports of the directors and auditor, for the period ended 3 April 2010.
- 2 To approve the directors' remuneration report for the period ended 3 April 2010.
- 3 To re-appoint KPMG Audit Plc as auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the directors to fix its remuneration.
- 4 That, in substitution for all subsisting authorities, the directors be generally and unconditionally authorised, in accordance with Section 551 of the Companies Act 2006 (the "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 an aggregate nominal amount of £190,778.93; and
 - (b) up to a further aggregate nominal amount of £190,778.93 provided that such shares or rights are equity securities (as defined in Section 560(1) of the Act) in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares (and 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) but subject to the directors having the right to make such exclusions or other arrangements 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 jurisdiction or the requirements of any relevant regulatory body or stock exchange or any other matter,

and so that this authority shall expire on 28 December 2011 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2011 but so that 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.

Special business

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

the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company provided that:

 - (i) the maximum aggregate number of ordinary shares authorised to be purchased is 5,723,367 (representing 10% of the Company's issued ordinary share capital) as at the date of this notice;
 - (ii) the minimum price which may be paid for such shares is 1p per share;
 - (iii) the maximum price which may be paid for an ordinary share shall not be more than 5% above 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 preceding the date on which the ordinary share is purchased;
 - (iv) unless previously renewed, varied or revoked, the authority conferred shall expire at the later of the conclusion of the Company's next Annual General Meeting and 15 months from the date of passing this resolution; and
 - (v) the Company may make a contract or contracts to purchase ordinary shares under the authority 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.
- 6 To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution that:

subject to the passing of resolution 4 the directors be and they are hereby empowered pursuant to Section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 4 as if Section 561(1) of the Act did not apply to the allotment, provided that this power shall be limited to the allotment of equity securities:

 - (i) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
 - (ii) otherwise than pursuant to sub-paragraph (i) above up to an aggregate nominal amount of £28,616.84,

and shall expire on 28 December 2011 or if earlier, on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Provided that the above power shall apply in relation to a sale of shares which is an allotment of equity securities by virtue of Section 560(2) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 4" were omitted.

Notice of Annual General Meeting continued

Special business continued

- 7 To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution that:
- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
 - (b) the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purposes of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
- 8 To consider and, if thought fit, to pass the following resolution as a special resolution that a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.
- 9 To consider and, if thought fit, to pass the following resolution as an ordinary resolution that, in accordance with the Section 366 of the Companies Act 2006 (the "Act"), the Company and all its subsidiaries at any time during the time that this resolution has effect be and are hereby authorised to:
- (a) make political donations to political parties or independent election candidates not exceeding £20,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £20,000 in total; and
 - (c) incur political expenditure not exceeding £20,000 in total, provided that the aggregate amount of any such donations and expenditure shall not exceed £20,000 during the period beginning with the passing of this resolution and ending on the date of the Annual General Meeting of the Company to be held in 2011.

For the purposes of this resolution the terms "political donation", "independent election candidates", "political organisations" and "political expenditure" have the meanings set out in Section 363 to 365 of the Act.

By order of the Board

Alan Myers

Secretary

31 August 2010

Notes

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him. A member 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 that member. A proxy need not be a member of the Company. A Form of Proxy is enclosed with this notice. Instructions for use are printed on the form. In order to be valid, Forms of Proxy and any power of attorney or other authority under which such Form of Proxy is signed, or a notarially certified or office copy of such power of authority must be deposited with the Company's registrar, Capita Registrars, at the address on the reverse of the Form of Proxy, no later than 11.30am on 27 September 2010 or not less than 48 hours before the time of any adjournment of the meeting. The return by a holder of the relevant duly completed Form of Proxy will not preclude any such holder from attending in person and voting at the meeting in person if the member is subsequently able to attend.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment thereof 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 voting 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 by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to 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 the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore 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(s), to procure that his or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Notes continued

The terms of appointment of the non-executive directors of the Company and the register of directors' interests in the share capital of the Company will be available for inspection by shareholders at the Company's registered office at Union Street, Heckmondwike, West Yorkshire WF16 0HL during normal business hours on weekdays (Saturdays and Public Holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and until the end of the meeting.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Annual General Meeting is 6.00pm on 27 September 2010 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time (being not more than 48 hours prior to the time set for the adjourned meeting) as shall be fixed by the Company. Such members may only cast votes in respect of shares held at such time. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.

If you are a person who has been nominated under Section 146 of the Companies Act 2006 to enjoy nomination rights (a "Nominated Person") you may, under an agreement between you and the member of the Company who has nominated you, have a right to be appointed (or have someone else appointed) as a proxy for the meeting. If you do not have such a proxy appointment right, or you do but do not wish to exercise it, you may have a right to give instructions to the member who has appointed you as to the exercise of voting rights.

If you are a Nominated Person, the statement of the rights of members in relation to the appointment of proxies described above do not apply. The rights described can only be exercised by the registered member of the Company.

Arrangements will be put in place at the meeting in order to facilitate voting by representatives of members which are corporations on a poll (if required) in accordance with the procedures set out in the Institute of Chartered Secretaries and Administrators' January 2008 guidance note on "Proxies & Corporate Representatives at General Meetings".

As at 31 August 2010 the Company's issued share capital consists of 57,233,679 ordinary shares of 1p each, carrying one vote each. Therefore, the total number of voting rights in the Company as at that date is 57,233,679.

The 600 Group PLC

Explanatory notes of the principal changes to the Company's Articles of Association

1. The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's Memorandum and Current Articles. The Company's Memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Act significantly reduces the constitutional significance of a company's memorandum. The Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further the Act states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its Memorandum which, by virtue of the Act, were treated as forming part of the Current Articles as from 1 October 2009. Resolution 8 (a) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's Memorandum of Association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2. Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Act are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution.

3. Change of name

Under the Companies Act 1985, a company could only change its name by special resolution. Under the Act a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

4. Authorised share capital and unissued shares

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority (as provided by resolution 5) continues to be required under the Act, save in respect of employee share schemes.

5. Redeemable shares

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Act enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

6. Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Under the Companies Act 1985, a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Act a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

7. Share certificates

The New Articles contain new provisions for the issue of consolidated share certificates, in line with the model form articles for public companies produced by the Department for Business, Innovation and Skills.

8. Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the Act share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

9. Vacation of office by Directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills.

10. Voting by proxies on a show of hands

The Shareholders' Rights Regulations have amended the Act so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Current Articles have been amended to reflect these changes.

11. Notice of general meetings

The Shareholders' Rights Regulations amend the Act to require the Company to give 21 clear days' notice of general meetings unless the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 clear days has been passed (as per resolution 9). Annual General Meetings must be held on 21 clear days' notice. The New Articles amend the provisions of the Current Articles to be consistent with the new requirements.

12. Adjournments for lack of quorum

Under the Act, as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

13. Voting by corporate representatives

The Shareholders' Rights Regulations have amended the Act in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a pool. The New Articles remove provisions in the Current Articles dealing with voting by corporate representatives on the basis that these are dealt with in the Act.

14. Attending and speaking at meetings

The New Articles provide that the Chairman of the meeting may permit non-members or persons who are not entitled to exercise the rights of members to attend and, at the Chairman's discretion, speak at a general meeting.

15. Validity of votes

Following the implementation of the Shareholders' Rights Regulations, proxies are expressly required to vote in accordance with instructions given to them by members. The New Articles contain a provision stating that the Company is not required to enquire whether a proxy or corporate representative has voted in accordance with instructions given to him and that votes cast by a proxy or corporate representation will be valid even if he has not voted in accordance with his instructions.

16. Provision for employees on cessation of business

The Act provides that the powers of the directors to make provision for a person employed or formerly employed by a company or any of its subsidiaries in connection with the cessation or transfer of the whole or part of the undertaking of the company or that subsidiary may only be exercised by the directors if they are so authorised by the company's articles of association or by the company in general meeting. The Current Articles have been amended to provide the directors with the required authorisation.

17. General

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



The 600 Group PLC

Union Street
Heckmondwike
West Yorkshire
WF16 0HL

T: + 44 (0) 1924 415000

W: www.600group.com