

Notice of Annual General Meeting

This document is important and requires your immediate attention

If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Lavendon Group plc (the "Company"), please forward this document and the accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A form of proxy for the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, please complete the form of proxy and return it in accordance with the instructions printed on it so as to reach the Company's registrar no later than 11.30am on 12 April 2016. Alternatively, you can register your proxy vote electronically if you are a CREST member, by using the service provided by Euroclear. Further details are given in note 3. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting in person, should you so wish.

The Board of Lavendon Group plc considers all of the proposed resolutions to be in the best interests of the Company and the shareholders as a whole and accordingly recommends that shareholders vote in favour of all of the resolutions proposed as they intend to do in respect of their own beneficial holdings.

Lavendon Group plc

(incorporated and registered in England and Wales under number 2771891)

Notice of Annual General Meeting

to be held at
FTI Consulting
200 Aldersgate
Aldersgate Street
London
EC1A 4HD

at 11.30am on 14 April 2016

Notice of the Annual General Meeting of the Company is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit the Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received by the Company's registrars, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU, not less than 48 hours before the time of the holding of the Annual General Meeting.

Contents

Explanatory letter	3
Notice of Annual General Meeting	6

[See separate Form of Proxy](#)

Date: 7 March 2016

To: Shareholders in Lavendon Group plc (the "Company")

Dear Shareholder

Business to be proposed at the Annual General Meeting

The Company's Annual General Meeting will take place on 14 April 2016 and a Notice of Annual General Meeting is enclosed. A shareholder registered on the register of members of the Company at 6.00 p.m. on 12 April 2016 is entitled to vote on the resolutions contained in the Notice of Annual General Meeting. This letter is intended to help you understand the effect and purpose of these resolutions.

Resolution 1: Reports and Accounts

This is a standard resolution common to all annual general meetings. The directors are required to present to shareholders at the Annual General Meeting the financial statements for the year ended 31 December 2015, together with the reports of the directors (including the strategic report) and auditors thereon. Any shareholder who has not made an election to receive the annual report in hard copy may access it on the Company's website (www.lavendongroup.com), or may obtain a copy on application to the Company Secretary at the address shown below.

Resolution 2: Dividends

This is a standard resolution common to all annual general meetings where a dividend is being proposed to be paid. The final dividend cannot exceed the amount recommended by the directors. If approved by shareholders, the final dividend will be paid on 21 April 2016 to those shareholders on the register as at the close of business on 4 March 2016.

Resolution 3-8: Re-appointment of directors

The biographical details of the directors are set out on page 46 of the Annual Report for the year ended 31 December 2015.

Resolution 3: Re-appointment of director

Don Kenny will retire and being eligible will stand for re-election by the shareholders. The Board recommends to shareholders the re-election of the above director. The Board confirms that in making this recommendation, the Nomination Committee has given careful consideration to the Board's balanced skills, knowledge and experience and is satisfied that the director putting himself for re-election continues to perform effectively and demonstrate commitment to the role.

Resolution 4: Re-appointment of director

Alan Merrell will retire and being eligible will stand for re-election by the shareholders. The Board recommends to shareholders the re-election of the above director. The Board confirms that in making this recommendation, the Nomination Committee has given careful consideration to the Board's balanced skills, knowledge and experience and is satisfied that the director putting himself for re-election continues to perform effectively and demonstrate commitment to the role.

Resolution 5: Re-appointment of director

John Standen will retire and being eligible will stand for re-election by the shareholders. The Board recommends to shareholders the re-election of the above director. The Board confirms that in making this recommendation, the Nomination Committee has given careful consideration to the Board's balanced skills, knowledge and experience and is satisfied that the director putting himself for re-election has sufficient time to discharge his duties effectively, taking into account his other commitments.

Resolution 6: Re-appointment of director

John Coghlan will retire and being eligible will stand for re-election by the shareholders. The Board recommends to shareholders the re-election of the above director. The Board confirms that in making this recommendation, the Nomination Committee has given careful consideration to the Board's balanced skills, knowledge and experience and is satisfied that the director putting himself for re-election has sufficient time to discharge his duties effectively, taking into account his other commitments.

Resolution 7: Re-appointment of director

John Wyatt will retire and being eligible will stand for re-election by the shareholders. The Board recommends to shareholders the re-election of the above director. The Board confirms that in making this recommendation, the Nomination Committee has given careful consideration to the Board's balanced skills, knowledge and experience and is satisfied that the director putting himself for re-election has sufficient time to discharge his duties effectively, taking into account his other commitments.

Registered Office:
15 Midland Court, Central Park
Lutterworth, Leicestershire
LE17 4PN

Registered No: 2771891

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Telephone +44 (0) 1455 558874
Fax +44 (0) 1455 559569
www.lavendongroup.com
enquiries@lavendongroup.com

Resolution 8: Re-appointment of director

Andrew Wood will retire and being eligible will stand for re-election by the shareholders. The Board recommends to shareholders the re-election of the above director. The Board confirms that in making this recommendation, the Nomination Committee has given careful consideration to the Board's balanced skills, knowledge and experience and is satisfied that the director putting himself for re-election has sufficient time to discharge his duties effectively, taking into account his other commitments.

Resolutions 9 and 10: The auditors

Company law requires Lavendon Group plc, at each general meeting at which accounts are laid, to appoint auditors who will remain in office until the next general meeting at which accounts are laid.

Following the external tender process undertaken during 2015 by the Group's Audit Committee, and after recommendation from the Audit Committee, the Board has selected Deloitte LLP as the Company's new auditors (in place of PricewaterhouseCoopers LLP), subject to shareholder approval.

PricewaterhouseCoopers LLP will stand down at the conclusion of the Annual General Meeting, and have given a statement in connection with this process as required by Company law, as follows:

"In accordance with Section 519 of the Companies Act 2006 (the "Act"), we set out below the reasons connected with PricewaterhouseCoopers LLP, registered auditor number C001004062, ceasing to hold office as auditors of Lavendon Group plc.

The reason we are ceasing to hold office is that the Company undertook a competitive tender process for the position of statutory auditor and we mutually agreed with the Audit Committee not to participate due to the time of our tenure.

There are no reasons for and no other matters connected with our ceasing to hold office as auditors of the Company that we consider need to be brought to the attention of the Company's members or creditors."

Resolution 9, therefore proposes the appointment of Deloitte LLP as auditors of Lavendon Group plc and Resolution 10 authorises the directors to agree the auditors' remuneration.

Resolution 11: Annual Report on Remuneration

The directors are seeking approval of the shareholders for the directors' Annual Report on Remuneration for the financial year ended on 31 December 2015. The resolution is an advisory vote, as permitted by law, and no entitlement to remuneration is made conditional on the resolution being passed. The Annual Report on Remuneration is set out in full on pages 62 to 66 in the Annual Report of the Company for the year ended 31 December 2015.

Resolution 12: Authority to allot equity securities pursuant to Section 551

Your directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. The authority granted at the last Annual General Meeting of the Company is due to expire at this year's Annual General Meeting. Accordingly, resolution 12 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares (a) up to an aggregate nominal amount of £565,671 and (b) in connection with a rights issue up to an aggregate nominal amount (reduced by allotments under part (a) of the resolution) of £1,131,342.

These amounts represent approximately 33.3 per cent and approximately 66.7 per cent respectively of the total issued ordinary share capital of the Company as at 24 February 2016, the latest practicable date prior to publication of this notice. If given, these authorities will expire at the Annual General Meeting in 2017 or on 31 May 2017, whichever is the earlier.

Your directors have no present intention of issuing shares pursuant to this authority. As at the date of this notice the Company holds no treasury shares.

Resolution 13: Authority to allot equity securities pursuant to Sections 570 and 573

Your directors also require a power from shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro rata to their holdings. The power granted at the last Annual General Meeting of the Company is due to expire at this year's Annual General Meeting. Accordingly, resolution 13 will be proposed as a special resolution to grant such a power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £169,701 (being ten per cent of the Company's issued ordinary share capital at 24 February 2016, the latest practicable date prior to publication of this notice). The figure of 10 per cent reflects the guidance from the Pre-Emption Group's revised Statement of Principles published on 12 March 2015 (the Statement of Principles). The directors will have due regard to the Statement of Principles in relation to any exercise of this power, in particular (1) as regards to the allotment of the first 5 per cent, to the requirement for advance consultation and any explanation before making any non pre-emptive cash issue pursuant to this resolution which exceeds 7.5 per cent of the Company's issued share capital in any rolling three year period: and (2) as regards to the allotment of the second 5 per cent, the directors confirm that they intend to use the power only in connection with an acquisition or specified

capital investment (within the meaning of the Statement of Principles from time to time) which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue. If given, this power will expire on 31 May 2017 or at the conclusion of the Annual General Meeting in 2017, whichever is the earlier.

Your directors have no present intention of exercising this authority.

Resolution 14: Authority to hold meetings on 14 days' notice

Resolution 14 is a resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 days' notice. The notice period required by the Companies Act 2006 for general meetings of the Company is 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual General Meetings must always be held on at least 21 clear days' notice. The flexibility offered by Resolution 14 will be used where, taking into account the circumstances, the directors consider a shorter notice appropriate in relation to the business to be considered at the meeting. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. 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.

Resolution 15: Authority to make political donations

Resolution 15 is designed to deal with rules on political donations and expenditure contained in Part 14 of the Companies Act 2006 (the "Act") (sections 362 to 379). Under section 378 of the Act, a company may not make donations to a political party, or other political organisation, or to an independent election candidate of more than £5,000 in total, or incur any political expenditure, without first obtaining shareholder approval.

It is the Company's policy not to make contributions to political parties. There is no intention to change that policy. What constitutes a "political donation", a "political party", a "political organisation" or "political expenditure" under the Act is not clear, as the legislation is capable of wide interpretation and may have the effect of covering a number of normal business or charitable activities that would not be thought to be political donations in the usual sense. To avoid any possibility of inadvertently contravening the Act, the Board considers that it would be prudent to follow the procedure specified in the Act to obtain shareholder approval for the Company and its subsidiaries to make political donations to incur political expenditure in the forthcoming year until the conclusion of the annual general meeting of the Company in 2017. This authority will not be used to make any political donations as that expression would normally be understood.

Resolution 16: Authority for market purchase of own shares

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 16,970,117 of its ordinary shares, representing just under 10 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at 24 February 2016, the latest practicable date prior to publication of this notice.

The resolution specifies the minimum and maximum prices which may be paid for any ordinary shares purchased under this authority. The authority will expire on the earlier of 31 May 2017 and the Company's 2017 annual general meeting.

The directors do not currently have any intention of exercising the authority granted by this resolution. The directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per ordinary share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

On 24 February 2016, the total number of options to subscribe for ordinary shares in the Company amounted to 55,078. This represented 0.03 per cent of the Company's issued ordinary share capital (excluding treasury shares) on that date. If this authority to purchase shares was exercised in full the options would represent 0.04 per cent of the issued ordinary share capital (excluding treasury shares) as at 24 February 2016. The Company does not have any outstanding share warrants.

Yours sincerely



Alan Merrell
Company Secretary
Lavendon Group plc

Notice and agenda of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Lavendon Group plc will be held at FTI Consulting, 200 Aldersgate, Aldersgate Street, London EC1A 4HD on 14 April 2016 at 11.30am to consider and, if thought fit to pass, the following resolutions. It is intended to propose resolutions 13, 14 and 16 as special resolutions. All other resolutions will be proposed as ordinary resolutions.

1. To receive the accounts for the financial year ended 31 December 2015, together with the reports of the directors and auditors thereon (including the strategic report).
2. To declare a final dividend of 3.70 pence per ordinary share in respect of the year ended 31 December 2015.
3. In accordance with article 105 of the Company's Articles of Association, to re-appoint Don Kenny, who is submitting himself for re-appointment, as a director of the Company.
4. In accordance with article 105 of the Company's Articles of Association, to re-appoint Alan Merrell, who is submitting himself for re-appointment, as a director of the Company.
5. In accordance with article 105 of the Company's Articles of Association, to re-appoint John Standen, who is submitting himself for re-appointment, as a director of the Company.
6. In accordance with article 105 of the Company's Articles of Association, to re-appoint John Coghlan, who is submitting himself for re-appointment, as a director of the Company.
7. In accordance with article 105 of the Company's Articles of Association, to re-appoint John Wyatt, who is submitting himself for re-appointment, as a director of the Company.
8. In accordance with article 105 of the Company's Articles of Association, to re-appoint Andrew Wood, who is submitting himself for re-appointment, as a director of the Company.
9. To appoint Deloitte LLP as auditors of the Company.
10. To authorise the directors to set the remuneration of the auditors.
11. To approve the directors' Annual Report on Remuneration other than the part containing the directors' remuneration policy for the financial year ended 31 December 2015.
12. That the directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
 - (a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £565,671 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £1,131,342 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or if earlier on 31 May 2017), (save that the Company may before such expiry make any offer or agreement 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 to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired). All unexercised authorities previously granted to the directors under Section 551 of the Act shall cease to have effect.
13. That, subject to the passing of resolution 12 set out in the notice of the 2014 Annual General Meeting of the Company, the directors be given power pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the "Act") to:
 - (a) allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution; and
 - (b) sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash,as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
 - (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 12(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury

shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- (ii) in the case of the authorisation granted under resolution 12(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £169,701,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 31 May 2017), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired. All previous unexercised authorities under Sections 570 and 573 of the Act shall cease to have effect.

- 14. That, a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

- 15. That, in accordance with Sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies which are subsidiaries of the Company during the period when this resolution has effect be and are hereby authorised to:

- (a) make political donations to political parties or independent election candidates up to a total aggregate amount of £10,000;
- (b) make political donations to political organisations (other than political parties) up to a total aggregate amount of £10,000; and
- (c) incur political expenditure up to a total aggregate amount of £20,000,

during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the Annual General Meeting of the Company in 2017.

For the purpose of this Resolution, "political donations", "political organisations", "political parties" and "political expenditure" have the meanings given to them in section 363 to 365 of the Act.

- 16. 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 market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of £0.01 each in the capital of the Company on such terms and in such manner as the directors from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares that may be purchased is 16,970,117;

- (b) the minimum price (excluding expenses) which may be paid for each ordinary share is £0.01;
- (c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - (i) 105 per cent of the average of the middle market prices of an ordinary share in the Company 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) the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - (a) the last independent trade of; and
 - (b) the highest current independent bid for,the Company's ordinary shares on the trading venue where the purchase is carried out.
- (d) The authority conferred by this resolution shall expire on 31 May 2017 or, if earlier, at the conclusion of the Company's next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority.

By order of the board



Alan Merrell
Company Secretary

7 March 2016

Registered Office:
15 Midland Court
Central Park
Lutterworth
Leicestershire
LE17 4PN

Registered in England and Wales No. 02771891

Notice and agenda of Annual General Meeting

Continued

Notes

1. The Company specifies that in order to have the right to attend and vote at the Annual General Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 6.00 p.m. on 12 April 2016 or, in the event of any adjournment, at 6.00 p.m. on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the Annual General Meeting. 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 him. A proxy need not be a member of the Company. A form of proxy for the meeting is enclosed. To appoint more than one proxy you may photocopy this form.

To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) by our registrar Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU. Votes must be received no later than 11.30am. on 12 April 2016. If you are a CREST member, see note 3 below.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.

3. Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below:

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(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Company's articles of association. 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 using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 the Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear 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 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 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him/her and the member by whom he/she was nominated, 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 have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

5. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
6. Any member attending the Annual General 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.

7. Copies of executive directors' service agreements and copies of the terms and conditions of appointment of non-executive directors are available for inspection at the Company's registered office during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting.

8. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.lavendongroup.com.

9. Under Section 527 of the Companies Act 2006 (the "Act"), members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement 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 circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Act, (in each case) that the members propose to raise at the Annual General Meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the 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 meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

10. As at 24 February 2016 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 169,701,179 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 169,701,179.

11. You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents) to communicate with the Company for any purposes other than those expressly stated.