

# Notice of Annual General Meeting

## Driver Group Plc (the "Company")

Notice is hereby given that the 2014 Annual General Meeting ("**AGM**") of Driver Group plc (the "**Company**") will be held at Peter House, Oxford Street, Manchester, M1 5AN at 3.00 p.m. on 27<sup>th</sup> February 2014 to consider and, if thought fit, to pass the following resolutions ("**Resolutions**"), of which Resolutions 1, 2, 3, 4, 5 and 6 will be proposed as ordinary resolutions and Resolutions 7 and 8 will be proposed as special resolutions:

### ORDINARY RESOLUTIONS

1. **TO** receive and adopt the annual accounts of the Company for the financial year ended 30 September 2013 together with the reports of the directors and auditors thereon.
2. **TO** declare a final dividend of 1 pence per share.
3. **TO** re-appoint BDO LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
4. **TO** authorise the directors to agree the remuneration of the auditors.
5. **TO** re-elect Damien McDonald who retires by rotation in accordance with article 19.4 of the Company's articles of association and who, being eligible, offers himself for re-election, as a director.
6. **THAT**, the directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006 (the "**Act**") to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("**Rights**") up to an aggregate nominal amount of £36,172.56, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the passing of this Resolution or, if earlier, the date of the next annual general meeting of the Company, save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or Rights to be granted and the directors may allot shares or grant Rights in pursuance of such offers or agreements notwithstanding that the authority conferred by this Resolution has expired.

This authority is in substitution for all unexercised authorities previously granted to the directors to allot shares or grant Rights but without prejudice to any allotment of any shares or grant of any Rights already made, offered or agreed to be made pursuant to such authorities.

### SPECIAL RESOLUTIONS

7. **THAT**, subject to the passing of Resolution 6 above, the directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by Resolution 6 above or by way of a sale of treasury shares, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities:
  - (i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
  - (ii) to the holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

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

- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £10,851.77,

and shall, unless renewed, varied or revoked by the Company, expire on the date which is 15 months from the passing of this Resolution or, if earlier, the date of the next annual general meeting of the Company, 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 notwithstanding that the power conferred by this Resolution has expired.

# Notice of Annual General Meeting continued

## Driver Group Plc (the "Company")

This authority is in substitution for all unexercised powers previously granted to the directors to allot equity securities as if section 561(1) of the Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

Registered office:

1 Norton Folgate  
London  
United Kingdom  
E1 6DB

By order of the Board

**Thomas Hugh Ferns**  
*Company Secretary*

8. **TO** authorise the Company generally and unconditionally to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 0.4 pence each ("**Ordinary Shares**") provided that:
- (a) the maximum aggregate number of Ordinary Shares that may be purchased is 2,712,942;
  - (b) the minimum price (excluding expenses) which may be paid for each Ordinary Share is 0.4 pence;
  - (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 market value of an Ordinary Share in the Company for the five business days prior to the day 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,
- any number of the Company's Ordinary Shares on the trading venue where the purchase is carried out.

The authority conferred by this Resolution shall expire on the date which is 15 months from the passing of this Resolution 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.

Dated: 17 January 2014

# Annual General Meeting Notes and Explanations

## Driver Group Plc (the "Company")

1. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that to be entitled to attend and vote at the Annual General Meeting ("**AGM**") (and for the purpose of determining the number of votes a member may cast), members must be entered on the register of members of the Company ("**Register of Members**") by 6.00 p.m. on 25<sup>th</sup> February 2014 or, in the event that the meeting is adjourned, in the Register of Members 48 hours before the time of any adjourned meeting. Changes to entries in the Register of Members after 6.00 p.m. on 25<sup>th</sup> February 2014 or, in the event that the meeting is adjourned, in the Register of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. A member of the Company entitled to attend, speak and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote on his or her behalf (on a show of hands and on a poll). You should have received a proxy form with this notice of the AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy need not also be a member, but must attend the AGM to represent you. Completion and return of a proxy form will not preclude a member from attending and voting at the AGM or at any adjournment thereof should the member so decide. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to the same shares.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
6. To be valid, the proxy form must be completed, signed and returned so as to reach Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, B63 3DA by no later than 48 hours before the time for holding the AGM (or any adjourned meeting).
7. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold his vote. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the AGM and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
8. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the name of the joint holders appear in the Register of Members in respect of the joint holding (the first-named being the most senior).
11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same shares.
12. Proxy forms may not be submitted via the Company's website or via any e-mail address set out on the Company's website.
13. You may not use any electronic address provided either in this notice or any related documents (including the Chairman's letter, the proxy form and any revocation notice) to communicate with the Company for any purpose other than those expressly stated.

# Annual General Meeting Notes and Explanations continued

## Driver Group Plc (the "Company")

### EXPLANATORY NOTES TO THE RESOLUTIONS:

#### RESOLUTION 1 – REPORT AND ACCOUNTS

The directors are required by law to present to the annual general meeting the annual accounts, the directors' report and the auditor's report on the annual accounts.

#### RESOLUTION 2 – DECLARATION OF DIVIDEND

The final dividend for the year ended 30 September 2013 will be paid on 8 April 2014 to shareholders on the register at the close of business on 28 March 2014, subject to approval by shareholders.

#### RESOLUTIONS 3 AND 4 – RE-APPOINTMENT AND REMUNERATION OF AUDITORS

The appointment of BDO LLP as auditors of the Company terminates at the conclusion of the AGM. They have indicated their willingness to be re-appointed as the Company's auditors. Accordingly, this resolution proposes their re-appointment and, in accordance with standard practice, gives authority to the directors to determine their remuneration.

#### RESOLUTION 5 – RE-ELECTION OF DIRECTOR

Under the Company's articles of association, Damien McDonald is required to retire by rotation as a director at this AGM. He is eligible for re-election and the directors recommend that he is re-elected.

#### RESOLUTION 6 – ALLOTMENT OF SHARES

This resolution will, if passed, authorise the directors to allot shares or grant rights to subscribe for, or to convert securities into shares up to a maximum nominal amount of £36,172.56 which represents approximately one third of the Company's issued ordinary shares as at 16<sup>th</sup> January 2014. The authority granted by this resolution will expire on 27<sup>th</sup> May 2015 or, if earlier, the date of the next annual general meeting of the Company.

#### RESOLUTION 7 – DISAPPLICATION OF PRE-EMPTION RIGHTS

This resolution will, if passed, give the directors power, pursuant to the authority to allot granted by resolution 6, to allot equity securities or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings:

- (a) in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the directors otherwise consider necessary, up to a maximum nominal amount of £36,172.56 which represents approximately one third of the Company's issued ordinary shares as at 16<sup>th</sup> January 2014; and

- (b) in any other case, up to a maximum nominal amount of £10,851.77 which represents approximately 10% of the Company's issued ordinary shares as at 16<sup>th</sup> January 2014.

The power granted by this resolution will expire on 27<sup>th</sup> May 2015 or, if earlier, the date of the next annual general meeting of the Company.

#### RESOLUTION 8 – MARKET PURCHASES OF OWN SHARES

This resolution seeks authority for the Company to make market purchases of its own ordinary shares. If passed, the resolution gives authority for the Company to purchase up to 2,712,942 of its ordinary shares, representing approximately 10% of the Company's issued ordinary shares as at 16<sup>th</sup> January 2014. The authority will expire on 27<sup>th</sup> May 2015 or, if earlier, the date of the next annual general meeting of the Company.