

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Water Hall Group plc will be held on 23 June 2011 at 12.00 noon at The County Club, 158 High Street, Guildford, Surrey GU1 3HJ for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 3 will be proposed as ordinary resolutions and resolutions 4 to 6 will be proposed as special resolutions:

Ordinary resolutions

1. To receive the Financial Statements together with the Auditors' Report thereon for the year ended 31 December 2010.
2. To reappoint as a Director RD Musson who retires by rotation and offers himself for re-election.
3. To reappoint Deloitte LLP as the auditors and authorise the directors to determine their remuneration.

Special resolutions

4. That:
 - 4.1. pursuant to the general and unconditional authority to the Directors to allot relevant securities (as defined by section 80 of the Companies Act 1985) conferred by a Resolution passed at the Company's 2008 Annual General Meeting, and during the period until the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, the Directors be empowered to allot equity securities (as defined by Section 560 of the Companies Act 2006) wholly for cash:
 - 4.1.1. in connection with a rights issue; and
 - 4.1.2. otherwise than in connection with a rights issue, up to an aggregate nominal amount of £85,036;as if section 561 of the Companies Act 2006 did not apply to any such allotment;
 - 4.2. by such authority and power the Directors may during such period make offers or agreements which would or might require the allotment of securities after the expiry of such period and the Directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired; and
 - 4.3. for the purposes of this Resolution:
 - 4.3.1. "rights issue" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a record date fixed by the Directors in proportion to their respective holdings of securities or in accordance with the rights attached thereto (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory);
 - 4.3.2. the nominal amount of securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and
 - 4.3.3. in the circumstances envisaged by section 560(2)(b) of the Companies Act 2006, a reference to the allotment of shares or securities includes a reference to a sale of shares.

NOTICE OF MEETING (continued)

5. That in substitution for all previous authorities, which are hereby revoked, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 963 of the said Act) of ordinary shares of 1p each in the capital of the Company ("Ordinary Shares") provided that:
- a. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 5,669,110 (representing 10 per cent of the Company's issued ordinary share capital);
 - b. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share taken from the Daily Official List of London Stock Exchange Plc for the five business days immediately preceding the day on which the Ordinary Share is purchased;
 - c. the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is 1p;
 - d. unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 or the date falling eighteen months from the date of the passing of this resolution, whichever shall be the 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.

6. That the Articles of Association of the Company be amended by inserting a new proviso to Article 150.2 so that the amended Article will read:

"150.2 The Directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law:

- (i) any matter which would otherwise result in a Director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties);
- (ii) a Director to accept or continue in any office, employment or position in addition to his office as a Director of the Company and without prejudice to the generality of this Article 150.2 may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises;

provided that for this purpose the Director in question and any other interested Director are not counted in the quorum at any Board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted;

but provided further for this purpose that if in consequence of any Director not being counted in the quorum for a meeting of the Board there is only one Director who may be so counted, that one Director may authorise such matter or such office, appointment or position, and may impose such terms and conditions as he thinks fit, by written resolution signed by him."

By order of the Board

RD Musson

Company Secretary
Water Hall Group plc
Parallel House
32 London Road
Guildford
GU1 2AB

27 May 2011

NOTICE OF MEETING (continued)

NOTES

1. Members 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.
2. Alternatively, members may register proxy appointments or voting directions electronically by visiting www.shareregistrars.uk.com, where full details of the procedure are given. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be advantaged or disadvantaged. If you return more than one proxy appointment, either by paper or electronic communication, that received last by Share Registrars Limited before the latest time for the receipt of proxies will take precedence.
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 Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL, or received via Share Registrars Limited's website by 12 noon on 21 June 2011, or 48 hours (not counting any part of a day that is not a working day) before the time for holding any adjourned meeting or (in the case of a poll not taken on the same day as the Annual General Meeting or adjourned meeting) by the time for the taking of the poll at which it is to be used.
4. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) 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 12 noon on 21 June 2011 (or, in the event of any adjournment, at the time which is 48 hours before the time fixed for 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 26 May 2011 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 56,691,102 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 26 May 2011 are 56,691,102.
7. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent 7RA36 by 12 noon on 21 June 2011. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed voting service providers should contact their CREST sponsor or voting service providers for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the Company's registrars no later 12 noon on 21 June 2011.
8. 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 share.
9. Resolutions 1 to 3 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 4 to 6 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.

NOTICE OF MEETING (continued)

10. Resolution 4, if passed, will disapply pre-emption rights from any allotment of shares for a cash consideration which either takes the form of a rights issue or is of a number of shares less than or equal to 15% of the Company's issued share capital.
11. Resolution 5 will renew for a further period the authority to the Company to purchase its own shares in the market subject to the limitations set out in the text of the resolution.
12. The amendment proposed by resolution 6 will empower one director, if he thinks fit, and subject to such terms and conditions as he may impose, to authorise, by written resolution, a situation which may give rise to a conflict of interest for the other director. The Company's Articles of Association currently empower the directors to authorise, by a resolution passed at a board meeting, a director to be in a situation where he has or may have an interest which conflicts with the interests of the Company, or to take up a position or employment in which such a conflict of interest may arise. However, the Articles of Association provide that any director who is the subject of such a resolution shall not be counted in the quorum of the meeting at which the resolution is to be proposed. The quorum for any meeting of the directors is two. Thus where, as at present, there are only two directors, it is impossible to operate the authorisation provisions in the Articles of Association.