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If you sell or transfer or have sold or transferred all of your Ordinary Shares, please forward this Document, with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the purchaser or transferee for delivery to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of Ordinary Shares, please consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

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# VICTORIA PLC

*(Incorporated and registered in England & Wales with registered number 00282204)*

**Circular to Shareholders containing a  
Notice of General Meeting  
and  
Recommendation from the Board to  
**VOTE AGAINST** all of the proposed Resolutions**

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This Document should be read in its entirety. Your attention is drawn to the letter from your Chairman, which is set out on pages 4 to 9 of this Document. The letter contains a recommendation to vote **AGAINST** all of the Resolutions to be proposed at the General Meeting referred to below.

Notice of General Meeting of the Company to be held at the Hilton Birmingham Metropole, National Exhibition Centre, Birmingham B40 1PP at 11.00 a.m. on 3 October 2012 is set out at the end of this Document. A Form of Proxy for use in connection with the General Meeting is enclosed and, to be valid, should be completed and returned as soon as possible, but in any event, so as to be received by the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by not later than 11.00 a.m. on 1 October 2012. Return of a Form of Proxy will not prevent Shareholders from attending the General Meeting.

**EVERY SHAREHOLDER'S VOTE IS IMPORTANT – PLEASE COMPLETE AND RETURN YOUR FORM OF PROXY AS SOON AS POSSIBLE.** Completion and posting of the Form of Proxy will not prevent a Shareholder from attending and voting in person at the General Meeting.

## KEY POINTS FOR SHAREHOLDERS

**THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST THE RESOLUTIONS.**

### **Reasons for supporting the current Board by voting AGAINST all of the Resolutions:**

- The current Board and Management supports a strategy of developing the Group's Australian and UK businesses and will undertake corporate M&A activity where opportunities to accelerate returns to Shareholders arise.
- The current Board and Management will pursue the strategy for the benefit of all Shareholders and for no additional benefits or remuneration packages beyond those already in place.
- The current Board comprises highly experienced non-executive directors who add a wealth of public company, corporate finance, industry relevant and corporate governance knowledge and expertise.
- The senior management team, comprising Alan Bullock and Barry Poynter, are highly regarded and experienced executives in the carpet manufacturing industry and are responsible for the key supplier and customer relationships of the Group and drive the product development activities key to the growth of the Group. They were both removed from the Board at the AGM at the instigation of Alexander Anton and Geoffrey Wilding, despite the impact this may have on those relationships and the Group's development.

### **Why Shareholders should reject the appointment of Alexander Anton, Geoffrey Wilding and Andrew Harrison (the "Proposed Directors") to the Board by voting AGAINST all the Resolutions.**

- Alexander Anton and Geoffrey Wilding recently resigned from the Board once it became apparent that the terms of the incentive scheme they demanded were not fair and reasonable as far as Shareholders are concerned.
- Alexander Anton and Geoffrey Wilding have publicly stated that they will require an incentive scheme to be established. Any such scheme would potentially see millions of pounds of Shareholders' money being paid to them for executing the strategy supported by the current Board. If the Resolutions are defeated, in support of the current Board, this money would be paid to Shareholders, not Alexander Anton and/or Geoffrey Wilding.
- Between them, the Proposed Directors have very limited UK listed company experience and Alexander Anton and Geoffrey Wilding have shown scant regard for UK corporate governance practices and recommendations in their dealings with the Company.
- Alexander Anton and Geoffrey Wilding acted to procure the removal of Alan Bullock and Barry Poynter from the Board at the Company's recent AGM. These actions to remove the only executive directors are likely to adversely affect the Company's relationships with certain of its key customers and suppliers and its lenders.
- The Board believes that Alexander Anton and Geoffrey Wilding are being supported by New Fortress Finance Holdings Limited ("New Fortress") in return for a proposal to return £3 per Share in cash within two years. This can only realistically be achieved by a sale of part or all of the Group.
- The Board believes that this proposal and the method of achieving it is likely to have a detrimental effect on current trading and, in the medium to longer term, on customer and supplier relationships.

**DO NOT ABSTAIN**, your vote is needed. Please either complete and return a Form of Proxy voting against all the Resolutions or attend the General Meeting in person and cast your vote **AGAINST** all the Resolutions.

## TABLE OF CONTENTS

EXPECTED TIMETABLE OF KEY EVENTS	3
LETTER FROM THE CHAIRMAN	4
DEFINITIONS	10
NOTICE OF GENERAL MEETING	11

## EXPECTED TIMETABLE OF KEY EVENTS

<b>Event</b>	<b>Date</b>
Publication of this Document	5 September 2012
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 1 October 2012
General Meeting	11.00 a.m. on 3 October 2012

Notes:

- (1) References to times in this Document are to London time unless otherwise stated.
- (2) The times and dates set out in the expected timetable of principal events above and mentioned throughout this Document may be adjusted by the Company, in which event details of the new times and dates will be notified to the UK Listing Authority, the London Stock Exchange and, where appropriate, Shareholders.

## LETTER FROM THE CHAIRMAN

# VICTORIA PLC

*Incorporated and registered in England & Wales with registered number 00282204*

### *Directors*

Katherine Innes Ker, *Non-executive Chairman*  
David Garman, *Non-executive Director*

### *Registered Office*

Worcester Road  
Kidderminster  
Worcestershire  
DY10 1JR

5 September 2012

Dear Shareholder

## REQUISITIONED GENERAL MEETING

### 1. Introduction

I am writing to you with details of a General Meeting to be held at the Hilton Birmingham Metropole, National Exhibition Centre, Birmingham B40 1PP at 11.00 a.m. on 3 October 2012. The formal notice of the General Meeting is set out on pages 11 to 12 of this document.

This General Meeting is being held following receipt by the Company on 15 August 2012 of a requisition from HSBC Global Custody Nominee (UK) Limited (acting on behalf of New Fortress) requiring the Board to convene a General Meeting of the Company for the purpose of considering and voting on the resolutions outlined in section 2 below.

The purpose of this document is to set out the Resolutions requested by the Requisitioner, explain the background to the service of the requisition and to give you the reasons why your Board recommends that you **VOTE AGAINST** all of the Resolutions and what actions you should take to exercise your vote.

This General Meeting has one question at its heart: whether Shareholders should be content to provide extraordinary rewards to certain directors in the event that capital is returned to Shareholders, whether or not they do anything significant to create any additional value. Such an arrangement is contrary to best practice corporate governance and is detrimental to the best interests of Shareholders as a whole.

The Proposed Directors have not indicated to the Board any new strategy for the business. On the contrary, Alexander Anton and Geoffrey Wilding fully supported the conclusions of the Company's recent strategic review and re-confirmed this support in an announcement made by Alexander Anton following the AGM where he referred to achieving the "value-creating strategy previously agreed on."

The remuneration scheme originally sought by Alexander Anton, Geoffrey Wilding and Sir Bryan Nicholson (the "Former Directors") is described in more detail below. The Board, having taken independent advice, decided that the nature of the terms of the original reward scheme was not in the best interests of all Shareholders and the Board therefore decided to reject the scheme.

At the AGM, Geoffrey Wilding confirmed that this original scheme was being abandoned by the Proposed Directors. However, he reiterated that he did expect a new incentive scheme to be established. In light of the actions of Alexander Anton and Geoffrey Wilding in recent weeks and months, including whilst they were on the Board, the Directors are concerned that the terms of any such future scheme will not be in the best interests of Shareholders as a whole.

The Board regrets having been required to incur the expense of holding two General Meetings in less than seven months and taking professional advice on the proposed remuneration scheme. However, it is vital

that ALL Shareholders are given the opportunity to have their say on this matter, rather than being subjugated to the will of a minority.

The Board recommends that Shareholders **VOTE AGAINST** all of the Resolutions set out below either in person at the General Meeting or by completing and signing the Form of Proxy in accordance with the instructions printed on it, returning it as soon as possible, but in any event so as to be received no later than 11.00 a.m. on 1 October 2012 by the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

## **2. The General Meeting Resolutions**

Set out at the end of this document is a notice convening a General Meeting of the Company to be held at the Hilton Birmingham Metropole, National Exhibition Centre, Birmingham B40 1PP at 11.00 a.m. on 3 October 2012 at which the Board has been obliged by the Requisitioner to propose the following resolutions:

- a) to remove Katherine Innes Ker as a director of the Company;
- b) to appoint Alexander Anton as a director of the Company;
- c) to remove David Garman as a director of the Company;
- d) to appoint Geoffrey Wilding as a director of the Company;
- e) to appoint Andrew Harrison as a director of the Company; and
- f) to remove any director appointed pursuant to article 81.1 of the Articles after 13 August 2012.

The background to the requisition of the General Meeting and the reasons why the Board is recommending Shareholders to **VOTE AGAINST** all of the Resolutions is set out below.

The Board considers that the passing of the Resolutions would not be in the interests of the Company or Shareholders.

## **3. Background to the General Meeting**

As Shareholders will recall, the Former Directors and I were appointed to the Board at a general meeting of the Company held on 6 March 2012, having proposed a strategy for the Group of maximising value and returns for all Shareholders.

The Board subsequently undertook a strategic review of the Group's businesses and concluded that Victoria's ongoing strategy should be to continue developing its Australian and UK businesses through sales growth, margin enhancement and a shift towards a distribution based business from its historic manufacturing and supply model. The Board also concluded that corporate M&A activity would be considered where there are opportunities to generate accelerated returns to Shareholders.

This strategy was adopted by all the Directors, including the Former Directors, as being in the best interests of all Shareholders.

Significant differences, however, arose between the Former Directors, on the one hand, and the rest of the Board, including me, on the other, in relation to the incentive arrangements which the Former Directors expected to have put in place for them to implement the strategy.

### ***The proposed incentive scheme***

Prior to our appointment to the Board in March, the Former Directors and I entered into a short, outline arrangement with New Fortress which purported to set the framework for an incentive arrangement for the Former Directors. In summary, New Fortress proposed that, in return for a £250,000 payment to Victoria, the Former Directors should receive 50 per cent. of all returns of value to Shareholders above £3 per share, provided £3 per share could be returned to all Shareholders within two years. Essentially, this proposal heavily encouraged the Former Directors to procure the disposal of Victoria's Australian business (and potentially also our UK one) within two years.

Whilst I was a signatory to this arrangement, it was always intended that I would not be incentivised but would remain entirely independent. The arrangement also made it clear that *“the actual manner and structure of the...incentive package will be determined by the Board and its advisers and shall be subject to approval by shareholders and will to a certain degree be dependent on regulatory and tax requirements.”*

The nature of the proposed incentive scheme and its treatment under the Listing Rules resulted in one of the regulatory requirements being that the directors (other than the Former Directors) would have to take independent advice on the proposal and conclude that such a scheme would be fair and reasonable to all Shareholders.

The Directors (other than the Former Directors) considered the proposed incentive scheme outlined in the arrangement with New Fortress and, with the benefit of independent advice, concluded that it was not fair and reasonable to all Shareholders and so we could not recommend it to Shareholders. The provision of such an incentive scheme to non-executive directors runs completely contrary to the principles set out in the UK Corporate Governance Code and the guidelines of the Association of British Insurers. In addition, value creation schemes of this kind are uncommon and the quantum of the proposed benefit for the Former Directors was wholly out of line with what the rest of the Board considered was reasonable, taking into account Shareholders' interests.

### **Alternative proposals**

The rest of the Board continued to discuss various alternative incentive scheme structures with the Former Directors but did not manage to reach agreement on a scheme which both met the remuneration expectations of the Former Directors and also was one which the rest of the Board could recommend as being fair and reasonable to all Shareholders.

### **Actions**

Once it became apparent that the Directors (other than the Former Directors) would be unable to recommend a scheme which would meet the Former Directors' expectations, I was asked by Geoffrey Wilding to resign from the Board and I was told by him that, as a result of the Board's position regarding the proposed incentive scheme, New Fortress and certain other shareholders might vote against the re-election of Alan Bullock and Barry Poynter at the Annual General Meeting.

The Former Directors then sought to convene a committee of the non-executive directors required to be established under the Articles with the sole purpose of removing me as Chairman of the Board and appointing Sir Bryan Nicholson in my stead.

### **Board changes and requisition**

I made it clear to the Former Directors that I would not resign from the Board and that I considered their behaviour to be wholly inappropriate and detrimental to the interests of all Shareholders.

Matters were brought to a head at a Board meeting on 8 August at which David Garman and Roger Hoyle were appointed to the Board as non-executive directors and the Former Directors were asked to resign or face the alternative of being removed from the Board.

Faced with the irreconcilable differences on the Board, Sir Bryan Nicholson, Alexander Anton and Geoff Wilding all resigned as directors on 8 August.

Immediately following the resignation of the Former Directors on 8 August, New Fortress attempted to require additional resolutions to be proposed at the Annual General Meeting of the Company held on 31 August to remove me from the Board and to appoint the Proposed Directors. This proposal was, however, invalid as it was submitted after the final date upon which such a request could be made.

As a consequence of this failure to procure additional resolutions at the Annual General Meeting, the requisition of the General Meeting was received on 15 August.

## **The AGM**

At the AGM, Alan Bullock, Barry Poynter, David Garman and Roger Hoyle were all removed as directors. Alan Bullock and Barry Poynter continue in their executive roles as the Group Managing Director and Managing Director of the Group's Australian business respectively.

Following the removal of the four directors, the Board consisted of one director only. In order to ensure that the Board could conduct its business, pursuant to Article 104.1 of the Articles, I re-appointed David Garman as a non-executive director with immediate effect.

Following concerns expressed by certain Shareholders attending the AGM, Geoffrey Wilding was invited to address the meeting to explain his and Alexander Anton's position. Mr. Wilding made the following points at the AGM:

1. The incentive scheme that had previously been proposed has been abandoned. Should he and Alexander Anton be reappointed to the Board at the General Meeting, they envisage a new incentive scheme being proposed which will have to be approved by Shareholders.

*In light of the actions of Alexander Anton and Geoffrey Wilding in recent weeks and months, including whilst they were on the Board, the Directors believe that the terms of any such future scheme will be excessive and not in the best interests of Shareholders as a whole.*

2. In response to a question as to whether he would be a non-executive director if reappointed, Mr. Wilding said that he envisaged becoming an executive director.

*Mr. Wilding is a major shareholder in Flooring Brands Limited, a customer of the Company in New Zealand and Australia. However, he does not, so far as the Board is aware, have any management experience in the carpet and floor covering manufacturing and distribution industries.*

*The proposal to be appointed as an executive director, rather than as a non-executive director as he was previously, is believed by the Board to be aimed principally at affording him the opportunity to secure a lucrative remuneration and incentive package.*

3. Mr. Wilding confirmed to the meeting that, if reappointed, his intention was to stay with the Company for a two year time period which he considered would be consistent with any new incentive scheme that may be proposed.
4. He declined to confirm that the Company would continue in its current form or that parts of the business would not eventually be sold.

*We continue to understand that foundation of the support for Mr. Anton and Mr. Wilding from New Fortress is the desire for New Fortress to receive at least £3 per share in cash from Victoria within a two year period. The Board does not believe that such returns could be achieved without the sale of part or all of the Group.*

## **4. Questions for the Proposed Directors**

The differences that have arisen between the Former Directors and the rest of the Board relate principally to the terms of the incentive plan demanded by the Former Directors. As Alexander Anton confirmed after the AGM, there were no differences over the strategy to be adopted to accelerate returns to all Shareholders.

The Board acknowledges that a substantial minority of Shareholders have demonstrated to the Board their desire to see an acceleration of returns. However, we believe we would be committing a major abrogation of our statutory responsibilities were we to permit such a significant proportion of those returns to be retained by a small number of directors at the cost to Shareholders as a whole.

We consider that there are certain questions which should be answered by the Proposed Directors before the General Meeting and in sufficient time for Shareholders to take account of their answers before they are required to vote.

**a. What are the Proposed Directors' expectations in terms of remuneration and other benefits if they are re-appointed to the Board?**

Between March and August 2012, both Alexander Anton and Geoffrey Wilding acted as non-executive directors of the Company. In this regard their fees were £35,000 per annum. Mr. Wilding confirmed at the AGM that, if the Proposed Directors are appointed at the General Meeting, he envisages a new incentive scheme being proposed which will have to be approved by Shareholders.

Since the level and basis of the remuneration of the Proposed Directors is at the heart of the General Meeting, we believe that the Proposed Directors should confirm in writing to all Shareholders their proposed remuneration structure.

**b. Do the Proposed Directors acknowledge that their strategy will be the same as that adopted by the Company whilst they were on the Board?**

The strategy for creating and accelerating Shareholder returns was supported by the entire Board at the time, including Alexander Anton and Geoffrey Wilding. If this remains the case, there is no commercial rationale for the Company to pay a substantial amount to those Former Directors since the existing executive team is entirely capable of executing the strategy.

Alternatively, Alexander Anton and Geoffrey Wilding should explain to Shareholders how they justify the establishment of a lucrative incentive scheme which would potentially pay them significant rewards (which would otherwise be distributed to Shareholders) merely for realising the value inherent in the Group's businesses and which has been built up over many years without any contribution from them.

**c. Why is an incentive scheme which meets normal market expectations and complies with UK corporate governance best practice not sufficient for Alexander Anton and Geoffrey Wilding?**

Alexander Anton and Geoffrey Wilding have demanded substantial potential returns for themselves without making any concomitant commitment of time or resources of their own.

Listed companies often reward their full time executive teams healthily for creating significant value for all shareholders. Neither Alexander Anton nor Geoffrey Wilding have shown any willingness to commit their time or resources materially to Victoria and yet have expected to earn returns in excess of those achieved by most full-time executives. Whilst Mr. Wilding has stated he intends to become an executive director, if appointed at the General Meeting, he has not indicated how much of his time he is prepared to commit to Victoria nor what he expects by way of a remuneration and incentive package.

Since Andrew Harrison may, following the General Meeting, be the sole independent non-executive director he should inform Shareholders of the basis on which he will be able to justify any proposed incentive scheme as being fair and reasonable to all Shareholders. Mr. Harrison serves on the board of a company in which Geoffrey Wilding is a significant shareholder.

Between them, the Proposed Directors have very limited UK listed company experience and Alexander Anton and Geoffrey Wilding have shown scant regard for UK corporate governance practices and recommendations in their dealings with the Company.

**5. Summary**

In addition to the Requisitioner, the Proposed Directors have informed the Board that they have the support of a number of the Anton family such that they claim to be supported by Shareholders holding over 40 per cent. of the issued Shares.

Your Board is an unwavering supporter of shareholder democracy and acknowledges that in most cases such a level of support is likely to result in the Resolutions being passed at the General Meeting.

However, since the outcome of the General Meeting is likely to have a material effect on the value of your Shares, the Directors consider it appropriate that all Shareholders are fully informed of the issues which have resulted in the General Meeting being convened.



The Board believes that a simple decision faces Shareholders:

Shareholders should **VOTE AGAINST** all the Resolutions if they want to preserve the full underlying value of their Shares and support the existing Board and Management in the execution of the proposed strategy to create maximum value for Shareholders.

A vote **FOR** the Resolutions will put at risk a substantial part of the underlying value of your Shares. Such a vote would support the potential payment of several million pounds to a small number of individuals whether or not they do anything significant to create the value in Victoria today and who expect to be paid such large sums out of funds **that would otherwise be paid to Shareholders**.

## **6. Action to be taken by Shareholders**

Enclosed with this Document is a Form of Proxy for use at the General Meeting or any adjournment thereof. Whether or not you intend to be present in person at the General Meeting, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible, but in any event so as to be received no later than 11.00 a.m. on 1 October 2012 by the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The lodging of a Form of Proxy will not preclude you from attending and voting at the General Meeting in person if you so wish.

**If you are in any doubt about the action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor authorised under the FSMA.**

## **7. Recommendation**

The Board considers that Resolutions are **NOT** in the best interests of Shareholders as a whole. Accordingly, the Board recommends that Shareholders **VOTE AGAINST** the Resolutions being proposed at the General Meeting as the Directors intend to do in respect of their own beneficial holdings, which amount in aggregate to 10,000 Ordinary Shares, representing approximately 0.14 per cent. of the existing issued share capital of the Company.

Yours sincerely

**Katherine Innes Ker**  
Chairman

## DEFINITIONS

The following definitions apply throughout this Document unless the context requires otherwise:

<b>“AGM”</b>	the annual general meeting of the Company held on 31 August 2012
<b>“Articles”</b>	the articles of association of the Company
<b>“Company”</b>	Victoria PLC, a company registered in England and Wales under the Companies Act with registered number 00282204
<b>“Companies Act 2006”</b>	the Companies Act 2006 to the extent in force from time to time
<b>“Directors” or “Board”</b>	the board of directors of the Company from time to time
<b>“Document”</b>	this document
<b>“Form of Proxy”</b>	the form of proxy for use by Shareholders in connection with the General Meeting
<b>“Former Directors”</b>	Alexander Anton, Geoffrey Wilding and Sir Bryan Nicholson
<b>“General Meeting”</b>	the general meeting of the Company convened by the Notice of General Meeting to be held at the Hilton Birmingham Metropole, National Exhibition Centre, Birmingham B40 1PP at 11.00 a.m. on 3 October 2012
<b>“Group”</b>	the Company and its subsidiaries
<b>“Management”</b>	Alan Bullock, the Group Managing Director, and Barry Poynter, the Managing Director of the Company’s Australian business
<b>“New Fortress”</b>	New Fortress Finance Holdings Limited
<b>“Notice of General Meeting”</b>	the notice of General Meeting set out at the back of this document
<b>“Ordinary Shares” or “Shares”</b>	ordinary shares of 25 pence each in the capital of the Company
<b>“Proposed Directors”</b>	Alexander Anton, Geoffrey Wilding and Andrew Harrison
<b>“Requisitioner”</b>	HSBC Global Custody Nominee (UK) Limited
<b>“Resolutions”</b>	the resolutions set out in the Notice of General Meeting
<b>“Shareholders”</b>	holders of the Ordinary Shares from time to time
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“UK Corporate Governance Code”</b>	the UK Corporate Governance Code dated June 2010, as published by the Financial Reporting Council

## NOTICE OF GENERAL MEETING

of

# VICTORIA PLC

*(Incorporated and registered in England and Wales with registered number 00282204)*

**NOTICE IS HEREBY GIVEN** that a General Meeting of the Company will be held at the Hilton Birmingham Metropole, National Exhibition Centre, Birmingham B40 1PP at 11.00 a.m. on 3 October 2012 to consider and, if thought fit, to pass the Resolution as ordinary resolutions:

1. **THAT** Katherine Innes Ker be removed as a director of the Company in accordance with Article 90.1;
2. **THAT** Alexander Anton be appointed as a director of the Company in accordance with Article 80.1;
3. **THAT** David Garman be removed as a director of the Company in accordance with Article 90.1;
4. **THAT** Geoffrey Wilding be appointed as a director of the Company in accordance with Article 80.1;
5. **THAT** Andrew Harrison be appointed as a director of the Company in accordance with Article 80.1; and
6. **THAT** any other director appointed pursuant to article 81.1 of the Articles after 13 August 2012 be removed from office in accordance with Article 90.1.

BY ORDER OF THE BOARD

Terry Danks, Company Secretary  
5 September 2012

**Registered Office**  
Worcester Road  
Kidderminster  
Worcestershire  
DY10 1JR

Notes:

1. A member entitled to attend and vote at the General Meeting may appoint another person(s) (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote at the General Meeting. A member can appoint more than one proxy in relation to the General Meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him.
2. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. Your proxy could be the Chairman, another director of the Company or another person who has agreed to attend to represent you. Your proxy will vote as you instruct and must attend the General Meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the General Meeting and voting in person.
3. A Form of Proxy which may be used to make this appointment and give proxy instructions accompanies this Notice of General Meeting. Details of how to appoint a proxy are set out in the notes to the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company Secretary at the Company's registered office, Worcester Road, Kidderminster, Worcestershire DY10 1JR.
4. In order to be valid, an appointment of proxy must be returned (together with any authority under which it is executed or a copy of the authority certified) in hard copy form by post, by courier or by hand by the Company's registrars, Capita Registrars, at Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU and must be received by 11.00 a.m. on 1 October 2012.
5. To change your proxy instructions you may return a new proxy appointment using the method set out above. Where you have appointed a proxy and would like to change the instructions, please contact the Company's registrars, Capita Registrars, at Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any attempt to terminate or amend a proxy appointment received after the relevant deadline will be disregarded. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.
6. A copy of this Notice of General Meeting has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (a "Nominated Person"). The rights to appoint a proxy cannot be exercised by a Nominated Person: they can only be exercised by the member. However, a Nominated Person may have a right under an agreement between him and the member by whom he was nominated to be appointed as a proxy for the General Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not

wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.

7. To be entitled to attend and vote at the General Meeting, members must be registered in the register of members of the Company at 6.00 p.m. on 1 October 2012 (or, if the meeting is adjourned, 48 hours prior to the adjourned meeting time). Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.
8. Voting on the Resolution will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as member votes are to be counted according to the number of shares held. As soon as practicable following the General Meeting, the results of the voting at the General Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of the Resolution will be announced via a regulatory information service.
9. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
10. The Company must cause to be answered at the General Meeting any question relating to the business being dealt with at the General Meeting which is put by a member attending the General Meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
11. As at 4 September 2012 (being the last Business Day prior to the publication of this Notice of General Meeting), the Company's issued share capital consists of 6,943,556 ordinary shares of 25 pence each with voting rights. Therefore, the number of total voting rights in the Company is 6,943,556.
12. The contents of this Notice of General Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the General Meeting, the total voting rights that members are entitled to exercise at the General Meeting, details of the totals of the voting rights that members are entitled to exercise at the General Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of General Meeting will be available on the Company's corporate website: [www.victoriapl.com](http://www.victoriapl.com).