

focus solutions group plc

(incorporated and registered in England and Wales under number 3911357)
(hereinafter the 'Company')

notice of tenth annual general meeting

If you have sold or otherwise transferred all of your Ordinary Shares in Focus Solutions Group plc, please send this Notice of Annual General Meeting and form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

Notice is hereby given that the Tenth Annual General Meeting of the above-named Company will be held at Cranford House, Kenilworth Road, Leamington Spa, Warwickshire, CV32 6RQ on Thursday 5th August 2010 at 10.00 am ('**AGM**' or **Annual General Meeting**). A shareholder of the Company is entitled to appoint a proxy (or proxies) to attend and vote (on a poll vote) on behalf of such shareholder and the proxy (or proxies) need not also be a shareholder of the Company. The appointment of a proxy does not preclude a shareholder from attending and voting in person at the meeting. To be a valid proxy, the enclosed form of proxy for use in connection with the AGM must be completed and returned in accordance with the instructions set out thereon and so as to be received by Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible, but in any event not later than 48 hours before the time of the Annual General Meeting or of any adjournment of such meeting.

Directors:

Martin James Clements
Martin Fiennes
Nicholas John Habgood
Francis Murray
Richard Stevenson
John Bernard Streets
Alastair Macleod Taylor
Ron Whatford

Registered and Head Office:

Cranford House
Kenilworth Road
Blackdown
Leamington Spa
Warwickshire
CV32 6RQ

2nd July 2010

notice of annual general meeting

Dear Shareholder,

I am writing to you to give you notice of the Annual General Meeting of Focus Solutions Group plc (the '**Company**') to be held at Cranford House, Kenilworth Road, Leamington Spa, Warwickshire, CV32 6RQ on Thursday 5th August 2010 at 10.00 am.

The Annual General Meeting is for the following purposes:

Ordinary resolutions

1. That, in pursuance of the provisions of Section 551 of the Companies Act 2006 (the 'Act') and in substitution for any unexercised portion of any like authority previously conferred upon the Directors, the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 551 of the Act) up to a maximum nominal amount of £2,565,404 which authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on the date 5 years from and including the date of the passing of this Resolution, save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred by this Resolution had not expired. The expression 'relevant securities' and allotment of relevant securities shall bear the same respective meanings as in Section 551 of the Act.
2. To receive and adopt the annual financial statements of the Company for the year ended 31 March 2010, including the reports of the directors and auditors on those financial statements..
3. To receive, adopt and approve the Directors' remuneration report for the financial year ended 31 March 2010.
4. To re-elect John Bernard Streets, who retires by rotation in accordance with Article 31.1 of the Company's Articles of Association and who, being eligible, offers himself for re-election, as a Director.
5. To re-elect Martin Fiennes, who retires by rotation in accordance with Article 31.1 of the Company's Articles of Association and who, being eligible, offers himself for re-election, as a Director.
6. To re-elect Ron Whatford, who retires by rotation in accordance with Article 31.1 of the Company's Articles of Association and who, being eligible, offers himself for re-election, as a Director.
7. To re-appoint PriceWaterhouseCoopers LLP as the Company's Auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the Directors to fix their remuneration.

notice of annual general meeting continued

Special resolution

8. that, subject to the passing of Resolution 1, the Directors be and are hereby empowered pursuant to Section 570 and Section 573 of the Companies Act 2006 (the 'Act') to allot for equity securities (within the meaning of Section 560 of the Act) of the Company wholly for cash pursuant to the authority conferred by Resolution 1 as if the provisions of Section 561 of the Act did not apply to such allotment provided that this power shall be limited to:

(a) the allotment of equity securities in connection with or pursuant to any offer or issue of equity securities where such securities are offered (by way of rights or otherwise) to the holders of Ordinary Shares on the register on a fixed record date or dates in proportion (as nearly as may be) to their holdings of such securities but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or relevant legal or practical problems or regulatory requirements; and

(b) the allotment of equity securities otherwise than pursuant to paragraph (a) above for cash up to an aggregate nominal amount of £594,920 (representing 20% of the nominal value of the Company's issued share capital).

such power to expire 5 years from the date of this resolution, save that the Company may before such expiry make an offer or agreement which will or may require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired. In this expression, 'equity securities' and references to the allotment of equity securities shall bear the same respective meanings as in Section 560 of the Act.

By order of the board

Martin Clements

Company Secretary

2nd July 2010

notes

Registered Office: Cranford House, Kenilworth Road, Blackdown, Leamington Spa, Warwickshire, CV32 6RQ

Registered in England and Wales No. 3911357

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. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company Secretary on 01926 468 300.
2. 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 Cranford House, Kenilworth Road, Leamington Spa, CV32 6RQ no later than 10.00 am on 3 August 2010.
3. A form of proxy is enclosed with this Notice. To be valid the form of proxy, together with any power of attorney or other written authority under which it is executed or an office or notarially certified copy of such power or authority or a copy certified in accordance with the Powers of Attorney Act 1971 or the Enduring Powers of Attorney Act 1985 must be lodged with the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the above Meeting or any adjournment thereof. The completion and return of a form of proxy will not prevent a member from attending and voting in person at the Meeting, if so desired.
4. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
5. 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, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right 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, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. 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 10.00 am on 3 August 2010 (or, in the event of any adjournment, 10.00 am on the date which is two days before the time of 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.
8. As at 1 July 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 29,746,010 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 1 July 2010 are 29,746,010. In the case of a corporation, the form of proxy must be executed either under seal or under the hand of two directors or a director and secretary or a duly authorised officer.
9. The register of interests of directors and their families in the share capital of the Company will be open for inspection throughout the meeting and is available for inspection at Cranford House, Kenilworth Road, Leamington Spa, Warwickshire, CV32 6RQ during normal business hours (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the meeting.