

## **NOTICE OF ANNUAL GENERAL MEETING**

**Notice is hereby given that the Annual General Meeting of InterQuest Group plc (the "Company") will be held at 16-18 Kirby Street, London, EC1N 8TS on 26 June 2012 at 11.00am for the following purposes:**

### **ORDINARY BUSINESS**

To consider and, if thought fit, pass the following resolutions each of which will be proposed as an ordinary resolution:-

### **REPORTS AND ACCOUNTS**

1. To receive the audited financial statements of the Company for the financial year ended 31 December 2011 and the directors' and auditors' reports thereon.

### **APPOINTMENT OF NEW DIRECTOR**

2. To appoint Gary Goldsmith as a director.

### **RE-ELECTION OF DIRECTOR**

3. To re-elect Gary Ashworth as a director.
4. To re-elect Paul Frew as a director

### **RE-APPOINTMENT OF AUDITORS**

5. To re-appoint Grant Thornton UK LLP as auditors of the Company to hold office with immediate effect until the conclusion of the next general meeting at which accounts are laid before the shareholders and to authorise the directors to fix the auditors' remuneration.

### **SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions of which resolution 6 will be proposed as an ordinary resolution and resolutions 7, 8 and 9 will be proposed as special resolutions:-

### **AUTHORITY TO ALLOT RELEVANT SECURITIES**

6. That, in substitution for all existing authorities, the directors be and hereby are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the company up to a maximum aggregate nominal amount of £110,772.57 this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting), but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such authority and the directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

### **DIS-APPLICATION OF PRE-EMPTION RIGHTS**

7. That, subject to the passing of resolution 5 above, the directors be and hereby are generally empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 5 as if sub-section (1) of Section 561 of the Companies Act 2006 did not apply to any such allotment. This power is limited to:-
  - (a) the allotment of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of

ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:-

- (i) to deal with equity securities representing fractional entitlements; and
  - (ii) to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities for cash otherwise than pursuant to paragraph (a) up to a maximum aggregate nominal amount of £16,615.89;

and will expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first, but the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560 of the Companies Act 2006 as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 5" were omitted.

#### **AUTHORITY TO MAKE MARKET PURCHASES**

8. That the Company be and hereby is generally and unconditionally authorised for the purposes of sections 693 and 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of £0.01 each in the Company provided that:-

- (a) the maximum number of ordinary shares which may be purchased is 3,323,177, representing ten per cent of the issued share capital of the Company as at 2 June 2012;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is £0.01;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 105 per cent of the average of the middle market quotations of an ordinary share of the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased;
- (d) this authority shall expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting); and
- (e) the Company may, before such expiry, enter into one or more contracts to purchase its ordinary shares under this authority, which would or might be completed or executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

#### **INCREASE IN LIMIT ON GRANT OF OPTIONS**

9. That the current limit, of 15% of the Company's issued share capital, on the grant of share options and the issue of shares in any 10-year period under all employees' share schemes established by the Company, be increased to 22.5% of the Company's issued share capital.

By Order of the Board

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned above a solid horizontal line.

**Secretary**

Dated: 2<sup>nd</sup> June 2012

Registered office: 16 - 18 Kirby Street, London, EC1N 8TS

## NOTES

1. A member entitled to attend and vote at the annual general meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. 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 that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
2. Members may appoint a proxy or proxies by completing and delivering the form of proxy enclosed herewith by post or by hand to the Company at the registered office of the Company, being 16-18 Kirby Street, London, EC1N 8TS.
3. To be effective the appointment of a proxy, or amendment to the instructions given for a previously appointed proxy, must be delivered to the registered office of the Company not less than 48 hours before the time for holding the meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such authority) must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting.
4. A member may mark the appropriate box alongside the resolution on the form of proxy to indicate whether his votes are to be cast "for", or "against", or whether his vote is to be withheld from the resolution. Unless specific instructions are given on how to vote on the resolution, the proxy will be able, at his or her discretion, either to vote "for" or "against" the resolution or to withhold from voting.
5. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
6. Copies of all directors' service contracts and contracts of appointment between the non-executive directors and the Company (or a memorandum of the terms thereof), printed copies of this notice and the documentation sent with it to shareholders including the financial statements for the financial year ended 31 December 2011 will be available for inspection during normal business hours at the registered office of the Company from the date of this notice, and will also be available for inspection at the venue of the annual general meeting for at least 15 minutes prior to the commencement of the meeting until its conclusion.
7. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the annual general meeting is 11.00am on 24 June 2012 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
8. A corporation, which is a member, may appoint a person or persons to act as its representative or representatives and to vote in person at the meeting. The appointment must comply with the requirements of section 323 of the Companies Act 2006. The representative or representatives should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless previously given to the Company's registrar.
9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
  - 9.1 if a corporate member has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
  - 9.2 if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - [www.icsa.org.uk](http://www.icsa.org.uk) - for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in 9.1 above.

PROXY FORM

**InterQuest Group plc**  
**Annual General Meeting 26 June 2012**

I/We.....(block capitals)  
of.....  
being a holder/holders of ordinary shares in Interquest Group plc (the "**Company**"), hereby appoint  
..... or failing him/her, the chairman of the meeting to be  
my/our proxy and vote for me/us on my/our behalf at the annual general meeting of the Company to be held  
on 26 June 2012 (notice of which was communicated to the members with the financial statements and the  
directors' and auditors' reports thereon for the financial year ended 31 December 2011), and at any  
adjournment thereof.

I/We direct my/our proxy to vote as indicated by an X in the appropriate column. If no indication is given, and  
on any other resolutions proposed at the meeting, my/our proxy will vote or abstain from voting as he/she  
thinks fit.

Resolutions to be proposed	For	Against	Withheld
<b>ORDINARY BUSINESS</b>			
1. <b>ORDINARY RESOLUTION</b> To receive the audited financial statements of the Company for the financial year ended 31 December 2011 and the directors' and auditors' reports thereon.			
2. <b>ORDINARY RESOLUTION</b> To appoint Gary Goldsmith as a director.			
3. <b>ORDINARY RESOLUTION</b> To re-elect Gary Ashworth as a director.			
4. <b>ORDINARY RESOLUTION</b> To re-elect Paul Frew as a director.			
5. <b>ORDINARY RESOLUTION</b> To re-appoint Grant Thornton UK LLP as auditors of the Company to hold office with immediate effect until the conclusion of the next general meeting at which accounts are laid before the shareholders and to authorise the directors to fix the auditors' remuneration.			
<b>SPECIAL BUSINESS</b>			
6. <b>ORDINARY RESOLUTION</b> To authorise the directors to exercise all powers of the Company to allot relevant securities up to a maximum aggregate nominal amount of £110,772.57, this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first.			
7. <b>SPECIAL RESOLUTION</b> Subject to the passing of resolution 6 above, to authorise the directors to allot equity securities for cash as if sub-section (1) of Section 561 of the Companies Act 2006 did not apply to any such allotment up to a maximum aggregate nominal amount of £16,615.89, this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first.			

8.	<b>SPECIAL RESOLUTION</b> To authorise the directors to make market purchases of its own shares up to a maximum of 3,323,177 ordinary shares of £0.01 each, and to set the maximum and minimum prices to be paid for such shares, this authority to expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first.			
9.	<b>SPECIAL RESOLUTION</b> That the current limit, of 15% of the Company's issued share capital, on the grant of share options and the issue of shares in any 10-year period under all employees' share schemes established by the Company, be increased to 22.5% of the Company's issued share capital.			

Signed..... Dated.....2012

## NOTES

1. A member of the Company entitled to attend and vote at the annual general meeting is also entitled to appoint a proxy or proxies to attend, speak and vote instead of him. 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 that member. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
2. A member wishing to appoint a person other than the chairman of the meeting as proxy should insert the name and address of such person in the space provided.
3. The vote withheld option is provided to enable you to abstain on any particular resolution. It should be noted that a vote withheld is not a vote in law and will not be counted as a vote for or against a resolution.
4. This form must be signed and dated by the member or his/her attorney duly authorised in writing. Any alterations made to this form of proxy must be initialled.
5. Where this form of proxy is executed by a corporation it must either be under its common seal or signed on its behalf by a duly authorised officer or an attorney.
6. In the case of joint holders of a share the signature of any one holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
7. To appoint more than one proxy please photocopy this form indicating on each copy the name of the proxy you wish to appoint and the number of shares in respect of which the proxy is appointed. All forms must be signed and should be returned in the same envelope.
8. If this form of proxy is signed and returned without any intention as to how the proxy should vote, the proxy will exercise his discretion as to whether and how he is to vote.
9. To be effective, this form of proxy, or amendment to the instructions given for a previously appointed proxy, must be delivered to the registered office of the Company not less than 48 hours before the time for holding the meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such authority) must be deposited at the registered office of the Company, being 16-18 Kirby Street, London, EC1N 8TS, not less than 48 hours before the time for holding the meeting.
10. If you submit more than one valid proxy appointment in respect of the same shares for which a proxy is appointed, the appointment received last before the latest time for receipt of proxies will take precedence in respect of such shares.

## EXPLANATORY NOTES

### InterQuest Group plc

#### Annual General Meeting 26 June 2012

**Resolution 1    The Report and Accounts.**

The directors are required to present to the meeting the audited financial statements and the reports of the directors and the auditors thereon for the financial year ended 31 December 2011.

**Resolution 2    Appointment of new Director**

Gary Goldsmith was appointed as a director of the Company on 17<sup>th</sup> February 2012. In accordance with Article 94 of the Company's Articles of Association, Gary Goldsmith is required to retire and put himself forward for re-appointment by the shareholders at the first annual general meeting of the Company held after his original appointment. Biographical details of Gary Goldsmith are set out in the audited financial statements.

**Resolution 3    Re-appointment of Director**

Article 89 of the Company's Articles of Association provides that one third of the directors, or if the number of directors is not three or a multiple of three, the number nearest to but not exceeding one third shall retire from office. The directors to retire by rotation shall those who have been longest in office since their appointment or last reappointment.

Being that there are six directors, two directors are required to retire by rotation. Gary Ashworth was appointed on 15<sup>th</sup> November 2001. He has been in office the longest since his appointment or re-appointment and is therefore required to retire by rotation. Biographical details of Gary Ashworth are set out in the audited financial statements.

**Resolution 4    Re-appointment of Director**

Article 89 of the Company's Articles of Association provides that one third of the directors, or if the number of directors is not three or a multiple of three, the number nearest to but not exceeding one third shall retire from office. The directors to retire by rotation shall those who have been longest in office since their appointment or last reappointment.

Being that there are six directors, two directors are required to retire by rotation. Paul Frew was appointed on 1<sup>st</sup> May 2007. He has been in office the second longest since his appointment or re-appointment and is therefore required to retire by rotation. Biographical details of Paul Frew are set out in the audited financial statements

**Resolution 5    Re-appointment of Auditors.**

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting.

This resolution proposes that Grant Thornton UK LLP be re-appointed as auditors for the current year and, in accordance with standard practice, gives authority to the directors to determine the remuneration to be paid to the auditors.

**Resolution 6    Authority to Allot Shares.**

Under section 551 of the Companies Act 2006, the directors of a company cannot allot unissued shares and other "relevant securities" unless they are authorised to do so by the Company in general meeting.

This resolution, if passed, will continue to give the directors flexibility to act in the best interests of the shareholders, when opportunities arise, by issuing new shares pursuant to section 551 of the Companies Act 2006, amounting to a maximum aggregate nominal amount of £110,772.57, being one third of the total issued ordinary share capital as at 2 June 2012. The directors have no current intention of exercising this authority.

This authority will expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first, unless previously renewed, varied or revoked by the Company in general meeting.

This authority renews the authority given to the directors in this regard at the last annual general meeting of the Company held on 27 May 2011.

**Resolution 7      Dis-application of Pre-emption Rights.**

Under section 561(1) of the Companies Act 2006, before the directors of a company can allot equity securities for cash, those equity securities are required to be offered first to existing shareholders in proportion to their existing shareholding and otherwise in compliance with the technical requirements of the Companies Act 2006. These are the statutory pre-emption rights of shareholders. These pre-emption provisions also apply to the sale of treasury shares by the Company.

In certain circumstances, however, it may be in the interests of the Company for the directors to allot shares and/or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings or otherwise than strictly in compliance with the requirements of the Companies Act 2006.

This resolution, which will be proposed as a special resolution, if passed, will allow the directors, pursuant to section 570 of the Companies Act 1985, to allot shares and/or sell treasury shares for cash without first offering them to shareholders in compliance with the requirements of the Companies Act 2006. This authority is limited to the allotments of equity securities and/or sale of treasury shares for cash up to a maximum aggregate nominal amount of £16,615.89, which is equivalent to 5 per cent of the total issued ordinary share capital of the Company as at 2 June 2012, and allotments of equity securities and/or sale of treasury shares for cash in connection with a rights issue or other offer to shareholders, subject to the directors ability to make arrangements to deal with certain legal or practical problems arising in connection with such offer.

This authority will expire 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first, unless previously renewed, varied or revoked by the Company in general meeting.

This authority renews the authority given to the directors in this regard at the last annual general meeting of the Company held on 27 May 2011.

**Resolution 8      Purchase of Own Shares.**

With the authority of the Company in general meeting, the Company is empowered by its Articles of Association to purchase its own shares subject to the provisions of the Companies Act 2006. The directors believe that, in common with many other listed companies, it is in the interests of the Company and its members to continue to have the flexibility to purchase its own shares.

This resolution, which will be proposed as a special resolution, if passed, authorises the purchase by the Company of up to 3,323,177 ordinary shares which is equivalent to 10 per cent of the total issued ordinary share capital of the Company as at 2 June 2012 and sets the minimum and maximum prices at which those shares may be bought. The directors intend only to exercise this authority where, after considering market conditions prevailing at the time, they believe that the effect of such exercise would be to increase the earnings per share and be in the best interests of shareholders generally.



This authority will be valid until 15 months after the date of this resolution or at the conclusion of the next annual general meeting of the Company, whichever occurs first, unless previously renewed, varied or revoked by the Company in general meeting. The directors intend to seek renewal of this authority at each subsequent annual general meeting.

The effect of such purchases would either be to cancel the number of shares in issue or the directors may elect to hold them in treasury pursuant to the Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (the "Regulations").

The Regulations enable certain listed companies to hold shares in treasury, as an alternative to cancelling them, following a purchase of own shares by a company in accordance with the Companies Act 2006. Shares held in treasury may subsequently be cancelled, sold for cash or used to satisfy share options and share awards under a company's employee share scheme. Once held in treasury, a company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the company's assets may be made to the company in respect of the treasury shares.

As at 2 June 2012, there were options outstanding over 3,567,750 shares, representing approximately 10.7% per cent of the issued share capital of the Company at 2 June 2012. Of the 3,567,750 options outstanding, it should be noted that the exercise price of 857,500 of these options exceeds the current share price as at 2 June 2012. If the authority proposed to be given by this resolution was to be used in full, these shares would represent approximately 11.9% per cent of the resulting issued share capital of the Company as at 2 June 2012.

This authority renews the authority given to the directors in this regard at the last annual general meeting of the Company held on 27 May 2011.

#### **Resolution 9      Increase in Limit on Grant of Options**

There is currently a limit, of 15% of the Company's issued share capital, on the grant of share options and the issue of shares in any 10-year period under all employees' share schemes established by the Company.

It is proposed that this limit be increased, to 22.5% of the Company's issued share capital.

The purpose of this resolution is to give the Board the flexibility to satisfy its contractual obligations to the five participants under the new LTIP dated 14 March 2012, in the event of an increase in share price thus meeting the LTIP conditions, by way of issue of new shares, as opposed to payment of a cash equivalent. The LTIP scheme allows the Company sole discretion to choose the method of satisfaction and as such does not give the LTIP participants any right to equity. At the discretion of the Board, satisfaction of such obligations by way of issue of new shares may be in the best interests of the Company and the shareholders.