

Davenham Group plc

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Manchester Suite, Institute of Directors Hub, Peter House, St Peter's Square, Oxford Street, Manchester M1 5AN on Wednesday 25th November 2009 at 2:00pm to transact the following business:

ORDINARY BUSINESS

1. To receive the accounts of the Company for the year ended 30 June 2009 and the reports of the directors and the auditors.
2. To re-elect David R Coates as a director.
3. To re-elect David H Stewart as a director.
4. To re-appoint PricewaterhouseCoopers LLP as auditor to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, (and in the case of resolution 6 to the passing of resolution 5) pass the following resolution. Resolution 5 will be proposed as an ordinary resolution. Resolution 6 will be proposed as a special resolution.

5. THAT the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") (in substitution for any existing authorities to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to a maximum nominal amount of £86,868 (being approximately 33% of the issued share capital of the Company) provided that such authority shall expire at the conclusion of the next Annual General Meeting (or, if earlier on 31 December 2009) and provided further that the Company may before such expiry make such offers or agreements which would or might require relevant securities to be allotted after such expiry.
6. THAT, subject to the passing of resolution 5, the Directors be and are hereby empowered pursuant to section 95(1) of the

Act to allot equity securities (as defined in section 94(2) of the Act) for cash as if section 89(1) did not apply to such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with a rights issue or other issue in favour of the holders of ordinary shares (notwithstanding that, by reason of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with 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, the equity securities to be issued are not offered to all such holders in proportion to the number of ordinary shares held by each of them); and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £13,000 being approximately 5% of the Company's issued share capital;

and such power shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (or if earlier 31 December 2010), save that the Company may before such expiry make any offers or agreements which would or might require equity securities to be allotted after such expiry.

Dated: 25th October 2009

By Order of the Board

Qconsult Limited
Secretary

Registered Office:
8 St John Street
Manchester
M3 4DU

Notice of Annual General Meeting continued

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the chairman, please insert the name of your chosen proxy holder in the space provided on the form of proxy. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the field after the proxy's name and address, the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form is completed in respect of a designated account, the full voting entitlement for that designated account).

To appoint more than one proxy, (an) additional proxy form(s) may be obtained by contacting the Registrars helpline on 0871 384 2748 or you may photocopy the form. (Calls to this number are charged at 8p per minute from a BT landline. Other telephone provider costs may vary. Please indicate in the appropriate field the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided, if the proxy instruction is one of multiple instructions being made. All forms must be signed and returned together.

2. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or notarially certified or office copy of such power or authority, must reach the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZX not less than 48 hours before the time of the meeting or of any adjournment of the meeting.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 25th November 2009 and any adjournment(s) thereof by using the procedures described in the CREST Manual available at www.euroclear.com/crest. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

4. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be entered on the Company's share register at 6:00pm on 23 November 2009 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. The total number of Ordinary shares of 1p in issue as at 1st October 2009, the last practicable day before printing this document was 26,060,565 ordinary shares and the total level of voting shares was 26,060,565.
6. Website Documentation
In accordance with section 311A of the Companies Act 2006, the contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website www.davenham.co.uk.
7. Right to Ask Questions
Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the 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.

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) for further details of this procedure.

Davenham Group plc Form of Proxy

I/We _____

(Please insert full name(s) and address(es) in block letters)

of _____

being (a) member/members of the above-named Company hereby appoint the Chairman of the Meeting, or (see Note 1 below)

of _____

regarding _____ shares as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 25th November 2009 and at any adjournment thereof, and to vote as indicated below.

Please tick this box if this proxy appointment is one of multiple appointments being made.

Please indicate how you wish your proxy to vote by inserting "X" in the box below. If no indication is given, and on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

| RESOLUTIONS | | For | Against | Vote Withheld |
|-------------|---|--------------------------|--------------------------|--------------------------|
| 1 | To receive the Accounts for the year ended 30 June 2009 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | To re-elect David R Coates as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | To re-elect David H Stewart as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | To re-appoint PricewaterhouseCoopers LLP as auditors and to authorise the Directors to determine their remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | To authorise the Directors to allot relevant securities pursuant to section 80 of the Companies Act 1985 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 | To authorise the Directors to allot equity securities pursuant to section 95 of the Companies Act 1985 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Name: (Block capitals) _____

Address: _____

Signature(s):
or Common Seal _____

Date: _____

Notes

- Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) of his/her own choice to attend and, on a poll, to vote in his/her place. If a member wishes to appoint a proxy other than the Chairman, delete the words "the Chairman of the Meeting or," initial the alteration and insert the name of the person you wish to appoint as your proxy. The Chairman of the Meeting shall act as a proxy unless another proxy is indicated. A proxy will act in his/her discretion in relation to any business, other than that above, at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
- All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
- The vote withheld option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law, and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
- If a member is a corporation, this form of proxy must be executed under its common seal or by the signature of an officer or attorney duly authorised in writing. [A copy of the authorisation of such officer or attorney must be lodged with the form of proxy.]
- In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy, duly executed together with any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be lodged at the Company's Registrars not less than 48 hours before the time of the meeting or any adjournment of the meeting.
- CREST participants may lodge their proxy appointments via CREST. Please refer to note 3 in the notice of meeting.
- Any alterations made to this form of proxy should be initialled.



SECOND FOLD

BUSINESS REPLY SERVICE
Licence No. SEA 10855



Equiniti
Aspect House
Spencer Road
Lancing
West Sussex BN99 6ZX

THIRD FOLD AND TUCK IN

FIRST FOLD

