

Share plc
Notice of General Meeting - Share plc (the "Company")

(Incorporated and registered in England and Wales with registered number 02966283)

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ on 28 March 2008 at 9.30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolutions 2 and 3 will be proposed as special resolutions:

ORDINARY RESOLUTION

1. THAT the directors of the Company ("**Directors**") be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (as amended) (the "**Act**") to allot and make offers and agreements to allot relevant securities as defined in section 80(2) of the Act:
 - 1.1 up to an aggregate nominal amount of £20,000 pursuant to an offer for subscription ("**Offer for Subscription**") in connection with the proposed admission of the Company's ordinary shares to trading on AIM; and
 - 1.2 up to an additional aggregate nominal amount of £255,000, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or 15 months after the date of this resolution (if earlier) unless renewed or extended prior to such time except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority is to replace any existing like authority, which is hereby revoked with immediate effect.

SPECIAL RESOLUTIONS

2. THAT subject to the passing of resolution 1 above, and in substitution for any existing power under section 95 of the Act but without prejudice to the exercise of any such power prior to the date hereof the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment (all previous such authorities being hereby revoked) provided that the power conferred by this resolution shall be limited to:
 - 2.1 the allotment of equity securities in connection with any rights issue, open offer or other pre-emptive offer to holders of ordinary shares in the Company and other

- persons entitled to participate therein in proportion (as nearly as may be practicable) to the shareholdings of such members (or, as appropriate, to the number of shares which such other persons are for these purposes deemed to hold), but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever;
- 2.2 otherwise than pursuant to paragraph 2.1 above, the allotment of equity securities up to an aggregate nominal amount of £40,000 pursuant to the Offer for Subscription and an offer of free shares by the Company made on 17 January 2008; and
- 2.3 otherwise than pursuant to paragraphs 2.1 and 2.2 above, the allotment of equity securities up to an aggregate nominal amount of £77,500, and shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this Resolution or 15 months after the date of passing of this Resolution (if earlier) unless renewed or extended prior to such time except that the Company may, before the expiry of any power contained in this resolution, 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 such offer or agreement as if the power conferred hereby had not expired.
3. THAT the draft articles of association produced to the meeting and, for the purposes of identification initialled by the chairperson, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

ENDS

Registered office:

**OXFORD HOUSE
OXFORD ROAD
AYLESBURY
BUCKINGHAMSHIRE HP21 8SZ**

By Order of the Board

**Barbara Anne Pierssene
Company Secretary**

Notes:

1. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the Register of Members of the Company at 9.30 a.m. on 26 March 2008 (or if the General Meeting is adjourned, members entered on the Register of Members of the Company not later than 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members of the Company after 9.30 a.m. on 26 March 2008 shall

be disregarded in determining the rights of any person to attend or vote at the General Meeting.

2. A member entitled to attend and vote at the General Meeting is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and to vote instead of him. A proxy need not be a member of the Company but must attend the General Meeting. If a member wishes his proxy to speak on his behalf at the General Meeting he will need to appoint his own choice of proxy (not the Chairman) and give his instructions directly to them. Completion and return of a form of proxy will not preclude a member from attending and voting at the General Meeting or any adjournment thereof in person. If a proxy is appointed and the member attends the General Meeting in person the proxy appointment will automatically be terminated.
3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting".
4. A form of proxy is enclosed and details of how to appoint and direct a proxy to vote on each resolution are set out in the notes to the form of proxy. To be valid the form of proxy must be completed and signed, and lodged with the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ not less than 48 hours before the time fixed for the General Meeting or for any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member, which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders purports to appoint a proxy, the appointment submitted by the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution, If no voting indication is given, a proxy may vote or abstain from voting at his or her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
7. In order to revoke a proxy instruction a member will need to send a signed hard copy notice clearly stating your intention to revoke a proxy appointment to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member which is a company the notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. A member entitled to attend and vote at the General Meeting convened by this notice is entitled to appoint one or more proxies to attend and, on a poll, to vote instead. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member from attending and voting at the General Meeting or any adjournment thereof in person.
8. A copy of the proposed articles of association and a summary of the changes are available from the Company Secretary.

The Directors of Share plc accept full responsibility for this statement