



## NASSTAR plc - Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING** of the Company will be held at the office of Nasstar plc at 14 - 18 Old Street, London, EC1V 9BH on **17 February 2010 at 10.30 am** in order to consider the following business of which resolutions 1-3 inclusive will be proposed as ordinary resolutions and of which resolutions 4-5 inclusive will be proposed as special resolutions:-

### Ordinary Business

1. To receive and adopt the Accounts of the Company for the period ended 30 September 2009 and the reports of the directors and auditors therein.
2. To re-appoint Gerald Edelman as Auditors to hold office until the conclusion of the next Annual General Meeting at which accounts are laid and to authorise the directors to fix the remuneration of the Auditors.
3. To re-elect Lord Daresbury as a director who retires as a director pursuant to article 88 of the Company's Articles of Association.

### Special Business

4. That, in substitution for all authorities granted to the directors in respect of the allotment of relevant securities but without prejudice to the prior exercise of such authorities, the directors be and are hereby generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985, to allot relevant securities (as defined in that section) up to a maximum aggregate nominal amount of £100,000 provided that this authority shall expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution 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 such expiry and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired.
5. That, subject to the passing of resolution 5 above, the directors be and are hereby given power in accordance with section 95 of the Companies Act 1985, to allot equity securities (within the meaning of section 94 of that Act) for cash up to a maximum aggregate nominal amount of £100,000 as if section 89(1) of the Companies Act 1985 did not apply provided that such power shall expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution 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 equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to such offer or agreement as if this power had not expired.

NASSTAR plc  
14-18 Old Street, London EC1V 9BH, United Kingdom  
020 7148 5000 – TELEPHONE  
020 7148 5003 – FAX

BY ORDER OF THE BOARD  
M A Eve  
Company Secretary

Dated: 21 January 2010

Registered Office:-  
14-18 Old Street  
London EC1V 9BH

NOTE:-

- (1) A member of the Company entitled to attend and vote may appoint another person as his proxy to attend, to speak and, on a poll, to vote in his stead. A proxy need not be a member of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy the Proxy Form which accompanies this notice. Investors who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Shareholders are invited to complete and return the enclosed Proxy Form. Completion of the Proxy Form will not prevent a Shareholder from attending and voting at the meeting if subsequently he/she finds they are able to do so.
- (2) Any instrument appointing a proxy together with any authority under which it is executed or a notarially certified copy of such authority must be received by the Company Secretary at the registered office of the Company or emailed to the Company to [ir@nasstar.com](mailto:ir@nasstar.com) no later than 48 hours before the time fixed for the holding of the meeting (excluding weekends and public holidays).
- (3) The instrument appointing a proxy shall, if the appointor is a corporation, be in writing under the seal or under the hand of an officer or attorney duly authorised. Representatives of members which are corporations attending the meeting should produce evidence of their appointment by an instrument executed in accordance with section 36A of the Act or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 71 of the Company's articles of association.
- (4) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 48 hours before the time of the meeting or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting.

NASSTAR plc  
14-18 Old Street, London EC1V 9BH, United Kingdom  
020 7148 5000 – TELEPHONE  
020 7148 5003 – FAX

# Nasstar plc - Form of Proxy

For use at the Annual General Meeting convened for 17 February 2010 at 10.30 am at the office of Nasstar Plc, 14-18 Old Street, London, EC1V 9BH.

I/We (BLOCK CAPITALS PLEASE)

.....

being a member/members of the Company, hereby appoint the Chairman of the Meeting (see note 1) or failing him:-

.....

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 17 February 2010 at 10.30 am and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the resolutions set out in the notice of annual general meeting (see note 2).

Please complete the fourth column entitled "No. of shares in respect of which proxy direction is given" only if you require your proxy to act for you in respect of less than your entire holding of Nasstar Plc shares, and insert in the fourth column the number of shares in respect of which the direction is given.

DATED .....

Signature.....

ORDINARY RESOLUTIONS:		FOR*	AGAINST*	WITHHELD*	NO. OF SHARES IN RESPECT OF WHICH PROXY DIRECTION IS GIVEN
1.	To receive and adopt the Accounts and the reports therein.				
2.	To re-appoint Gerald Edelman as Auditors of the Company and to authorise the Directors to fix their remuneration.				
3.	To re-elect Lord Daresbury as director.				
<b>SPECIAL RESOLUTIONS:</b>					
4.	To grant authority to the directors under S.80 of the Companies Act 1985.				
5.	To give power to the directors under S.95 of the Companies Act 1985.				

\* **TICK WHICHEVER IS DESIRED  
SEE NOTES OVERLEAF**

NASSTAR plc  
14-18 Old Street, London EC1V 9BH, United Kingdom  
020 7148 5000 – TELEPHONE  
020 7148 5003 – FAX

## NOTES ON COMPLETING THE FORM OF PROXY

1. A Member may appoint a proxy of his own choice. If such an appointment is made, delete the words “the Chairman of the Meeting” and insert the name of the person appointed Proxy in the space provided. A Member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy this Proxy Form. Investors who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker.
2. If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf. Representatives of members which are corporations attending the meeting should produce evidence of their appointment by an instrument executed in accordance with section 36A of the Act or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 71 of the Company’s articles of association.
3. In the case of joint holders, the signature of any holder will be sufficient but the names of all the joint holders should be stated.
4. If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
5. 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. Where no voting indication is given the proxy will vote or abstain at his/her discretion.
6. The completion and return of this form of proxy will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
7. To be valid this form must be completed and deposited at the Registered Office of the Company or emailed to the Company to [ir@nasstar.com](mailto:ir@nasstar.com) not less than 48 hours before the date and time fixed for the holding of the Meeting or any adjourned meeting (excluding weekends and public holidays).
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment service may do so for the annual general meeting to be held on 17 February 2010 and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. 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 made by means of CREST to be valid, the appropriate CREST message (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 an amendment to the instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer’s agent Neville Registrars Limited **CREST participant ID 7RA11** by the latest time(s) for receipt of proxy appointments specified in the notice of annual general meeting and in note 3 of this form of proxy. For this purpose, the time of receipt shall be taken as the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company’s agent (Neville Registrars Limited) 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 his/her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by a particular time. In this connection, CREST members and, where applicable, 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) of the Uncertificated Securities Regulations 2001.

NASSTAR plc  
14-18 Old Street, London EC1V 9BH, United Kingdom  
020 7148 5000 – TELEPHONE  
020 7148 5003 – FAX