

CAVANAGH GROUP PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the seventh annual general meeting of the Company will be held at The Courtyard, Staplefield Road, Cuckfield, West Sussex RH17 5JT on 24 June 2009 at 10.00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the directors' report, auditors' report and the Company's financial statements for the year ended 31 December 2008.
2. To re-elect Simon Redgrove as a director of the Company.
3. To re-elect Charles Gillespie as a director of the Company.
4. To re-elect Paul Hogarth as a director of the Company.
5. To reappoint Baker Tilly UK Audit LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which financial statements are laid and to authorise the directors to set their remuneration.
6. That in substitution for all existing authorities under that section, the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities within the meaning of that section up to an aggregate nominal amount of £33,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date of the next annual general meeting of the Company after the passing of this resolution, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

SPECIAL RESOLUTION

7. That in substitution for all existing authorities and subject to the passing of resolution 6 the directors be generally empowered pursuant to section 95 of the Companies Act 1985 ("**Act**") to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 6 as if section 89(1) of the Act did not apply to the allotment. This power:
 - 7.1 expires on the date of the next annual general meeting of the Company after the passing of this resolution but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement; and
 - 7.2 is limited to:
 - 7.2.1 allotments 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 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 offer as they deem necessary or expedient:

- 7.2.1.1 to deal with equity securities representing fractional entitlements; and
- 7.2.1.2 to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and
- 7.2.2 allotments of equity securities for cash otherwise than pursuant to paragraph 7.2.1 up to an aggregate nominal amount of £10,000

By order of the board

Ian R Henson

Secretary

22nd May 2009

Registered office:

The Courtyard
Staplefield Road
Cuckfield
West Sussex
RH17 5JT

Notes:

1. *A person entitled to receive notice of, and attend and vote at the above meeting may appoint a proxy or proxies to attend and exercise all or any of his rights to attend, speak and vote at that meeting in his stead. A proxy need not be a member of the Company. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or different shares held by him.*
2. *Forms of proxy must be deposited with the Company's Registrars, Capita Registrars, Proxy Department, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 48 hours before the time appointed for the meeting or adjourned meeting (disregarding any part of a day that is not a working day). Completion and return of the form of proxy will not prevent the holder from attending the meeting and voting in person should he wish to do so.*
3. *To have the right to attend and vote at the meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his name entered in the register of members of the Company by no later than 10.00 a.m. on 22 June 2009 or, if the meeting is adjourned, by no later than 48 hours before the time fixed for the adjourned meeting. Changes to entries on the register after this time or, if the meeting is adjourned in the 48 hours before the time fixed for the adjourned meeting will be disregarded in determining the rights of any person to attend or vote at the meeting or adjourned meeting.*
4. *In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting to follow the procedure set out in the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives. Please see www.icsa.org.uk for further details of this procedure.*