

## NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN that the annual general meeting of Specialist Energy Group plc (the “Company”) will be held at Irwin Mitchell LLP, 40 Holborn Viaduct, London EC1N 2PZ on 25 May 2011 at 10 a.m. for the transaction of the following business:**

### **ORDINARY BUSINESS**

#### **Ordinary Resolution No1**

to receive and adopt the Company’s financial statements for the period ended 31 December 2010 together with the directors’ report and auditor’s report on those financial statements;

#### **Ordinary Resolution No2**

to appoint Grant Thornton UK LLP as the auditors of the Company from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the directors to determine their remuneration;

#### **Ordinary Resolution No3**

to re-appoint Ronald Emerson, who retires pursuant to article 82 of the Company’s Articles of Association and who being eligible, offers himself for re-appointment as a Director;

#### **Ordinary Resolution No4**

to re-appoint Christopher Every, who retires by rotation pursuant to article 87 of the Company’s Articles of Association and who being eligible, offers himself for re-appointment as a Director;

### **SPECIAL BUSINESS**

To consider and if thought fit, pass the following resolutions of which Resolutions 5 and 6 shall be proposed as ordinary resolutions and Resolutions 7 and 8 shall be proposed as special resolutions:

#### **Ordinary Resolution No5**

that the authorised share capital of the Company be increased by 40,000,000 Ordinary Shares of £0.01 each to 80,000,000 Ordinary Shares of £0.01 each;

#### **Ordinary Resolution No6**

that in substitution for all existing authorities in respect of article 5.1 of the Company’s Articles of Association, to authorise the directors of the Company for the purposes of article 5.1 of the Company’s Articles of Association to allot up to an aggregate nominal amount equal to one third of all the Ordinary Shares currently in issue and fully paid provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after passing of this resolution (the “First Period”) save that the Company may before the expiry of the First Period make an offer or agreement which would or might require relevant securities to be allotted after such expiry of the First Period (as the case may be) and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if their authority conferred hereby had not expired;

#### **Special Resolution No7**

that, in addition and separate to the authority set out in Resolution No8, the directors of the Company be authorised to allot Ordinary Shares as if Article 5.2 of the Company’s Articles of Association (“pre-emption rights on allotment”) does not apply to such allotment, provided that such allotment or allotments are limited to the allotment of Ordinary Shares up to an aggregate nominal amount equal to 10 per cent. of the aggregate nominal amount of all the Ordinary Shares in issue as at today’s date provided that such authority shall expire at the conclusion of the next annual general meeting of the Company after passing of this resolution (the “First Period”) save that the Company may before the expiry of the First Period make an offer or agreement which would or might require relevant securities to be allotted after such expiry of the First Period (as the case may be) and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if their authority conferred hereby had not expired;

#### **Special Resolution No8**

that, in addition and separate to the authority set out in Resolution No7, the directors of the Company be authorised to allot Ordinary Shares as if Article 5.2 of the Company’s Articles of Association (“pre-emption rights on allotment”) does not apply to such allotment, provided that such allotment or allotments are limited to the allotment of Ordinary Shares up to an aggregate nominal amount equal to 10 per cent. of the aggregate nominal amount of all the Ordinary Shares in issue as at today’s date in connection with an issue of Ordinary Shares pursuant to a bonus scheme or as part of an incentivisation package in each case for the benefit of the employees or officers of the Company provided that such authority shall expire at the conclusion of the next annual general meeting of the Company after passing of this resolution (the “First Period”) save that the Company may before the expiry of the First Period make an offer or agreement which would or might require relevant securities to be allotted after such expiry of the First Period (as the case may be) and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if their authority conferred hereby had not expired.

By order of the Board  
**Mr D. P. Craine**  
Company Secretary

Dated: 20th April 2011

---

---

**Notes:**

1. A member of Specialist Energy Group plc entitled to attend and vote at the above mentioned meeting is entitled to appoint one or more proxies to attend, speak (with the permission of the Chairman of the Meeting) and vote and, on a poll, vote in his stead. A proxy need not be a member of Specialist Energy Group plc. A form of proxy is enclosed with this Notice for use at the General Meeting.
2. To be valid, forms of proxy duly completed, signed or sealed (as appropriate) and dated, together with any power of attorney or other authority (if any) under which it is signed or any notarially certified copy thereof must be lodged by personal delivery or posting by 10 am on 23 May 2011 (or not less than 48 hours before the time of any adjourned meeting) at the Company's registrar's office at Share Registrars, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or by fax to: +44 (0)1252 719232. Lodgement of a form of proxy will not prevent a member from attending and voting in person.
3. The form of proxy must be executed by the member or his attorney duly authorised in writing and (in the case of an individual) must be signed by the individual or his attorney duly authorised in writing or (in the case of a corporation) either executed under its common seal or signed on its behalf by a duly authorised officer or attorney of the corporation.
4. In the case of joint registered holders, the signature of one holder will be accepted and the vote of the senior holder 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 will be determined by the order in which the names stand on the register of members of the Company in respect of the relevant joint holding.
5. In accordance with Regulation 22 of the Uncertificated Securities Regulations 2005 to be entitled to attend and vote at the meeting (and for the purposes of determining how many votes a person may cast) members must be entered in the register of members of the Company by 10 am on 23 May 2011.

*Our report and accounts are also available for download at [www.segroupplc.com](http://www.segroupplc.com)*