



NOTICE OF ANNUAL GENERAL MEETING

THE TEG GROUP PLC

(Incorporated and registered in England and Wales under number 03109613)

Notice is hereby given that the annual general meeting of THE TEG GROUP PLC ("the Company") will be held at The Macdonald Manchester Hotel, in Manchester on 28th June 2011 at 12:00am to consider and, if thought fit, pass the following resolutions, resolutions 1 to 8 (inclusive) as ordinary resolutions and resolution 9 as a special resolution.

Ordinary Business

1. To receive and adopt the Directors' and Auditor's Reports and the Accounts for the financial year ended 31 December 2010.
2. To approve the Directors' Remuneration Report for the financial year ended 31 December 2010.
3. To elect Ian Hislop as a director of the Company.
4. To re-elect Michael Fishwick as a director retiring by rotation pursuant the Articles of Association of the Company.
5. To re-elect Tanja Willis as a director retiring by rotation pursuant to the Articles of Association of the Company.
6. To re-appoint Grant Thornton UK LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
7. To authorise the Directors to determine the remuneration of Grant Thornton UK LLP.

Special Business

8. That the directors of the Company be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company ("Relevant Securities") up to an aggregate nominal amount of £1,257,734.74 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company or 15 months from the passing of this resolution (if sooner) save that 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 of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
9. That, subject to the passing of Resolution 8, the Directors be and they are empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the general authority conferred upon them by Resolution 8 as if Section 561(1) of the Act did not apply to any such allotment, provided however that the power conferred hereby shall be limited to the allotment of equity securities:

- (i) in connection with an offer or issue of equity securities to or in favour of: (a) holders of shares in the Company in proportion (or as nearly as may be practicable) to their existing holdings; and (b) holders of other equity securities if this is required by the rights of those securities or, if the directors of the Company consider it necessary, as permitted by the rights of those securities, 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; and
- (ii) (otherwise than pursuant to sub-paragraph (i) above) having, in the case of relevant shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having an aggregate nominal value not exceeding £381,131.73.

and shall expire such time as the general authority conferred on the Directors by Resolution 8 expires save that before such expiry the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry, the Directors may allot equity securities pursuant to any such offer or agreement previously made as if the power conferred hereby had not expired. Words and expressions defined in or for the purposes of the Act shall bear the same meaning in this resolution.

By Order of the Board

Tanja Willis
Company Secretary

TEG Group plc

Westmarch House
42 Eaton Avenue
Buckshaw Village
Chorley
PR7 7NA

3 June 2011

1. A member entitled to attend and vote at the annual general meeting (the "AGM") is entitled to appoint one or more proxies to attend, and on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the AGM to represent you. A form of proxy is enclosed with this notice.
2. This form of proxy, and the power of attorney or other authority (if any) under which it is signed or an office or notorially certified copy of it, should be completed and signed and returned to Capita at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time fixed for the AGM, ie Noon on Sunday, 26th June 2011.
3. Completing and returning a form of proxy will not prevent the member from attending at the AGM and voting should he/she so wish.
4. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of his rights to attend and to speak and, on a poll, vote at the AGM. A member may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares. If you appoint more than one proxy, then on each Form of Proxy you must specify the number of shares for which each proxy is appointed. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Company Secretary on 01772 644980 or you may photocopy the proxy form enclosed with this Notice of Meeting.
5. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
6. CREST members holding their shares in uncertificated form who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 28 June 2011 and any adjournment(s) thereof by using 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 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 Euroclear'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 relates 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, RA10, 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. No messages received through the CREST network after this time will be accepted. 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 Euroclear 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 provider(s) 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

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. In the case of a member which is a company, the revocation 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. Any power of attorney or other authority (if any) under which the revocation notice is signed or an office or notarially certified copy of it must be included with the revocation notice. In either case, the revocation notice must be received by the Company no later than 48 hours before the time fixed for the AGM. Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.
10. Members who have general queries about the AGM should not use any electronic address provided either in this Notice of Meeting or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company at 12:00am on Friday 24 June 2011 shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM. If the AGM is adjourned, the Company specifies that only 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.
12. The following documents will be available for inspection during normal business hours at the registered office of the Company on any weekday (Saturday and public holidays excluded) until the time of the AGM and for at least 15 minutes prior to the AGM and during the AGM:
 - (i) copies of service contracts and letters of appointment of the directors with the Company;
 - (ii) the register of interests of the directors in the share capital of the Company; and
 - (iii) a copy of the articles of association of the Company.
13. The 25,154,694 ordinary shares (nominal value: £1,257,734.74) specified in resolution 8 above represent approximately one-third of the Company's issued share capital as at the date of the notice of AGM.
14. The 7,622,635 ordinary shares (nominal value: £381,131.73) specified in resolution 9 above represent approximately 10% of the Company's issued share capital as at the date of the notice of AGM.
15. As at 3 June 2011 (being the last business day prior to the publication of this notice), the Company's issued share capital consists of 76,226,345 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 June 2011 are 76,226,345.
16. In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the AGM so that (i) if a corporate shareholder has appointed the chairman of the AGM as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the AGM, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the AGM but the corporate shareholder has not appointed the chairman of the AGM as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. 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. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.