

provided that:

(i) this authority shall expire at the commencement of the Annual General Meeting next held after the date of the passing of this resolution or, if earlier, fifteen months from the date of the passing of this resolution; and

(ii) the Company may before such expiry make an offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer, agreement or other arrangement as if the authority hereby conferred had not so expired.

Registered Office  
38 South Molton Street  
London  
W1K 5RL

By order of the Board  
M J Williams  
Secretary  
March 2010

*Notes:*

1. *A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company. Only shareholders, proxies and authorised representatives of corporations which are members are entitled to attend the Meeting.*
2. *In the case of joint holders, the vote of the senior member who tenders a vote whether in person or by proxy will be accepted to the exclusion of the vote of other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of shareholders in respect of the shareholding.*
3. *In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or a duly authorised officer of the corporation.*
4. *A form of proxy is enclosed for your use, if desired. To be effective, the form of proxy together with any power of attorney or other authority under which it is signed (or a copy thereof certified notarially or in accordance with the Power of Attorney Act 1971 or as the Directors shall accept) must be sent to the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to arrive not less than 48 hours before the time of holding of the meeting.*
5. *Any alterations to the form of proxy should be initialled.*
6. *Completion of a form of proxy will not affect the right of a member to attend and vote at the meeting.*
7. *Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders of the Company registered on the register of members at the close of business on the day which is two days before the day of the meeting shall be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.*
8. *The register of directors' share interests will be available for inspection at the Registered Office of the Company during normal business hours on any week day from the date of this notice until the date of the meeting convened by this notice and also on the day of the meeting at Rother Valley Country Park, Mansfield Road, Wales Bar, Sheffield S26 5PQ from 9.30 am on 21 April 2010 until the conclusion of the meeting. No director has a service contract of greater than 12 months' duration.*

 **OakHoldingsplc**

(Incorporated and registered in England and Wales  
under the Companies Act 1985 with No. 2929801)

Annual General Meeting

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares of 5p each in Oak Holdings plc (the "Company") you should deliver this document together with the accompanying form of proxy and reply paid envelope as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

## Oak Holdings plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with No. 2929801)

Directors:  
M G Savage FRICS (Chairman)  
S B Lewis FRICS (Chief Executive Officer)  
G Axford (Non-executive)  
P D Collins (Non-executive)  
M Williams FCMA (Finance)

Registered office:  
38 South Molton Street  
London  
W1K 5RL

29 March 2010

Dear Shareholder,

Annual General Meeting

Set out below is notice of the Annual General meeting of the Company.

We have decided this year to hold the meeting at the Rother Valley Country Park and this will be an opportunity for shareholders to see the facility which we are now operating. The meeting will be held at 11:30 a.m. on 21 April 2010 and we look forward to welcoming you to the Park.

The business of the meeting comprises four items of Ordinary Business (dealing with the adoption of the report and accounts which are being mailed under separate cover, the appointment of directors and auditors) and two items of Special Business. These two items will respectively grant authority to the Directors to allot any of the unissued share capital of the Company and empower the Directors to allot any of the unissued share capital for cash on a non-pre-emptive basis, in both cases at any time up to the next Annual general meeting of the Company.

Also enclosed is a proxy card for your use in connection with the Annual General Meeting which I would ask you to complete and return in accordance with the instructions thereon whether or not you intend to attend the meeting and vote in person.

Yours faithfully

**M G Savage FRICS**  
Chairman

## Oak Holdings plc

(Incorporated in England and Wales with registered number 2929801)

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at Rother Valley Country Park, Mansfield Road, Wales Bar, Sheffield S26 5PQ on 21 April 2010 at 11.30 am for the following purposes:

#### Ordinary business

1. To receive and adopt the directors' report and audited accounts for the year ended 31 October 2009.
2. To re-appoint, as a director of the Company, Graham Axford, who retires in accordance with the Company's Articles of Association and offers himself for re-appointment.
3. To appoint, as a director of the Company, Michael Williams, who retires in accordance with the Company's Articles of Association and offers himself for appointment.
4. To re-appoint Hazlewoods LLP the auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the directors to fix their remuneration.

#### Special business

To consider and, if thought fit, pass the following resolutions of which resolution number 5 will be proposed as an ordinary resolution and resolution number 6 will be proposed as a special resolution:

#### Ordinary Resolution

5. THAT in substitution for any existing authority subsisting at the date of this resolution (save for such powers granted by statute), the directors be and they are hereby authorised, generally and unconditionally for the purposes of section 551 of the Companies Act 2006 ("the Act"), to exercise all powers of the Company to allot or grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £5,412,897.35 (or if less the total amount of the authorised share capital not then in issue) provided that:
  - (a) this authority shall expire at the commencement of the Annual General Meeting next held after the date of the passing of this resolution or, if earlier, fifteen months from the date of the passing of this resolution; and
  - (b) the Company may before such expiry make an offer, agreement or other arrangement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares in the Company to be granted in either case after such expiry and the directors may allot shares or grant such rights pursuant to any such offer, agreement or other arrangement as if the authority hereby conferred had not so expired.

#### Special Resolution

6. THAT subject to the passing of the resolution numbered 5 in the notice of this meeting and in substitution for any existing authority subsisting at the date of this resolution (save for any such powers granted by statute), the directors be and they are hereby empowered, pursuant to Section 570 of the Act to allot equity securities (as defined in Section 560(1) of the Act) for cash out of any shares which they are from time to time authorised to allot as if section 561 of the Act did not apply to such allotment:
  - (a) in connection with an issue by way of rights (including, without limitation, under a rights issue, open offer or similar arrangement) to holders of securities (as so defined) in proportion as nearly as may be to their respective holdings of such securities or in accordance with the rights attaching thereto, but with such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements, record dates or other legal practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory or as regards shares held by an approved depository or an issue in uncertificated form; and
  - (b) up to a maximum nominal amount of £5,412,897.35 (or if less the total amount of the authorised share capital not then in issue);