
Notice of Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all your ordinary shares in UK Mail Group Plc, please send this document and the enclosed form of proxy to the stockbroker, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Explanatory statements relating to special business of the Annual General Meeting are contained in the Directors' Report (under the heading Annual General Meeting - special business).

Notice is hereby given that the Annual General Meeting ('the Meeting') of UK Mail Group Plc will be held at Investec, 2 Gresham Street, London EC2V 7QP at 12.00pm (noon) on 14 July 2010 for the purposes of considering and, if thought fit, passing the following resolutions of which Resolutions 1 to 9 will be proposed as ordinary resolutions and Resolutions 10 to 12 will be proposed as special resolutions.

Ordinary business

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| 1 | To receive and adopt the directors' Annual Report and Accounts and the auditor's report for the year ended 31 March 2010. | Resolution 1 |
| 2 | To declare a final dividend of 11.8p per ordinary share for the year ended 31 March 2010, payable to shareholders on 23 July 2010 who are on the register on 25 June 2010. | Resolution 2 |
| 3 | To approve the remuneration report of the directors. | Resolution 3 |
| 4 | To re-elect Peter Kane as a director. | Resolution 4 |
| 5 | To re-elect Alec Ross as a director. | Resolution 5 |
| 6 | To elect Michael Findlay as a director. | Resolution 6 |
| 7 | To re-appoint the auditors, PricewaterhouseCoopers LLP. | Resolution 7 |
| 8 | To authorise the directors to determine the auditors' remuneration. | Resolution 8 |

Special business

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| 9 | That: | Resolution 9 |
| 9.1 | pursuant to section 551 of the Companies Act 2006 ('Act'), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £1,532,476, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on 13 October 2011 (whichever is the earlier), save that the Company may make an offer or agreement before this authority expires which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired. | |
| 9.2 | This authority is in substitution for all existing authorities under section 80 of the Companies Act 1985 (the '85 Act') (which, to the extent unused at the date of this resolution, are revoked with immediate effect). | |
| 10 | That: | Resolution 10 |
| 10.1 | subject to the passing of resolution 9 and pursuant to sections 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 9 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities: | |
| | (a) in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise): | |
| | (i) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and | |
| | (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary, | |
| | but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and | |
| | (b) otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £273,376, | |
| | and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 13 October 2011 (whichever is the earlier) save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired. | |
| | This power is in substitution for all existing powers under section 95 of the 85 Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect). | |

Notice of Meeting

11 That:

Resolution 11

pursuant to Article 9 of the Company's Articles of Association and Section 701 of the Act, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company provided that:

11.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is 5,467,523;

11.2 the minimum price which may be paid for each ordinary share is 10 pence per ordinary share which amount shall be exclusive of expenses;

11.3 the maximum price which may be paid for each ordinary share is, in respect of an ordinary share contracted to be purchased on any day the higher of:

(a) an amount (exclusive of expenses) equal to 105% of the average of the mid-market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and

(b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out,

and (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 13 October 2011 (whichever is the earlier), save that the Company may enter into a contract to purchase ordinary shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of ordinary shares pursuant to any such contract as if this authority had not expired.

12 That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Resolution 12

By order of the Board

Steven Glew

Company Secretary

3 June 2010

Notes

1. A member entitled to attend, speak and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him/her. Such proxy or proxies need not be a member of the Company but must attend the Meeting to represent the member. Details of how to appoint the chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes on the form of proxy. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid. To appoint more than one proxy, (an) additional form(s) of proxy may be obtained by contacting Equiniti Limited on 0871 384 2030 or the proxy form may be photocopied (note: calls to 0871 384 2030 cost 8p per minute from a BT landline, other providers' costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday). Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please note a vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for and against a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.
2. A reply paid form of proxy is provided. To be effective, a form of proxy must be completed, signed and (together with the original or a notarially certified copy of any power of attorney or other authority under which it is executed) lodged at the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZX not later than 48 hours (excluding any part of a day that is not a working day) before the time of the Meeting or any adjourned meeting or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll. Depositing a completed form of proxy will not preclude a member from attending the Meeting and voting in person.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 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 UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is 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 our Registrars, Equiniti (ID RA19) by no later than 12.00pm (noon) on 12 July 2010 (or, if the Meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instruction 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 UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 system 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)(a) of the Uncertificated Securities Regulations 2001.

4. In order to revoke a proxy instruction you will need to inform the Company's registrars Equiniti Limited in writing at the address provided in paragraph 2 above. This notification must be received no later than 12.00pm (noon) on 12 July 2010 (or, if the Meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).
5. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the Meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.
6. There will be available for inspection at the registered office of the Company on any weekday (except Saturday) during normal business hours from the date of this notice until the day of the Meeting and at the place of the Meeting for a period of 15 minutes prior to and during the Meeting:
 - (a) copies of the executive directors' service contracts;
 - (b) copies of the letters of appointment of the non-executive directors; and
 - (c) a copy of the Articles of Association of the Company.
7. The Company, pursuant to section 360B of the Act and Regulation 41 of the Uncertificated Securities Regulations 2001 as amended by the Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, specifies that only those shareholders registered in the register of members of the Company as at 6.00pm on 12 July 2010 shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the right of any person to attend or vote (and the number of votes they may cast) at the Meeting.
8. As at 2 June 2010 (being the last business day prior to the publication of this notice), the Company's issued share capital was 54,675,241 shares, carrying one vote each. Therefore, the total voting rights in the Company as at 2 June 2010 were 54,675,241.

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9. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
10. The statement of the rights of members in relation to the appointment of proxies in paragraphs 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
11. Shareholders have the right to ask questions at the Meeting relating to the business being dealt with at the Meeting in accordance with section 319A of the Act. The Company must answer any such question unless:
- (a) to do so would interfere unduly with the preparation for the Meeting or would involve the disclosure of confidential information;
 - (b) the answer has already been given on a website in the form of an answer to a question; or
 - (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
12. Biographical details of all those directors who are offering themselves for reappointment at the Meeting are set out on pages 16 to 17 of the Directors and Advisors Section of the Annual Report.
13. The information required by section 311A of the Act to be published in advance of the Meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders, is available at www.ukmail.com.
14. If you wish to attend the Meeting in person, whether in person or by proxy, you are required to bring proof of identification to the Meeting being either a passport or photocard driving licence (original or notarially certified copy) plus where you are attending as a corporate representative, you will be required to bring with you (in addition to the aforementioned proof of identification) a power of attorney or a board minute (original or certified copy) appointing you as a corporate representative.
15. A shareholder or shareholders having a right to vote at the Meeting and holding at least five per cent of the total voting rights of the Company (see note 7 above), or at least 100 shareholders having a right to vote at the Meeting and holding, on average, at least £100 of paid up share capital, may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the Meeting relating to either the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the Meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting of the Company in accordance with section 527 and 531 of the Act.
- Any such request must:
- (a) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;
 - (b) comply with the requirements set out in note 16 below; and
 - (c) be received by the Company at least one week before the Meeting.
- Where the Company is required to publish such a statement on its website:
- (i) it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
 - (ii) it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and
 - (iii) the statement may be dealt with as part of the business of the Meeting.
16. Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in note 15:
- (a) may be made either:
 - (i) in hard copy, by sending it to the Company Secretary, UK Mail Group Plc, 464 Berkshire Avenue, Slough, SL1 4PL; or
 - (ii) in electronic form, by sending it to 01753 706 071, marked for the attention of the Company Secretary (please state 'UK Mail Group Plc: AGM' in the subject line of the fax);
 - (b) must state the full name(s) and address(es) of the shareholder(s);
 - (c) (where the request is made in hard copy form or by fax) must be signed by the shareholder(s); and
 - (d) must include a notarially certified copy proof of identification being a passport or photocard driving licence of that member or members or in the case of a corporate member, a letter of representation from a board member.
17. You must not use any electronic address provided in either this Notice of General Meeting or any related documents (including the form of proxy) to communicate with the Company for any purpose other than those expressly stated.

ENQUIRIES

Equiniti Limited maintain the Company's share register. If you have any enquiries about the AGM or about your shareholding, you should contact Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

DATA PROTECTION STATEMENT

Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your Reference Number (attributed to you by the Company). The Company determines the purposes for which and the manner in which your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's Registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.