



NOTICE OF THE 2008 ANNUAL GENERAL MEETING

This document is important and requires your immediate attention.

If you have any doubts about what action you need to take, you should immediately contact your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all of your holding of ordinary shares you should pass this document and any accompanying documents to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Registered office: Alexandra plc, Thornbury, Bristol, BS35 2NT. Registered in England No. 229018.
Tel: 01454 416600



29 May 2008

Dear Shareholder

I am pleased to enclose the Company's Report and Financial Statements for the year ended 31 January 2008.

ANNUAL GENERAL MEETING

This year's Annual General Meeting of the Company will be held on 1 July at 11 am at The Institute of Directors, 116 Pall Mall, London, SW1Y 5ED.

The notice of the AGM is set out on pages 2 and 3 of this document. This letter summarises the items of business to be transacted at the meeting.

ORDINARY BUSINESS

- **Resolutions 1 to 7:** deal with the Directors' Report and Financial Statements for the year ended 31 January 2008 (resolution 1); the Directors' Remuneration Report (resolution 2); final dividends (resolution 3); the re-election of Directors (resolutions 4 & 5); the re-appointment of the Company's Auditors (resolution 6); and the granting of authority to Directors to determine the Auditors' Remuneration (resolution 7).

SPECIAL BUSINESS

- **Resolution 8:** deals with the Directors' authority to allot new shares.
- **Resolution 9:** deals with the Directors' authority to disapply the pre-emption rights on issue of a limited number of shares.
- **Resolution 10:** deals with the authority of the Company to purchase its own shares.

ACTIONS

If you are unable to attend the meeting or wish to register your proxy votes now in relation to the resolutions proposed you should complete the enclosed Form of Proxy and return it to the Company's Registrars, Computershare Investor Services Plc, by no later than 11 am on 29 June 2008, following the instructions on the form.

RECOMMENDATION

Your Board considers each of the proposed resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously (save as regards to abstentions in respect of resolutions in which Directors have a personal interest) recommend that you vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

Chris A Marsh
Chairman

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NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Alexandra plc will be held at the Institute of Directors, 116 Pall Mall, London SW1Y 5ED on 1 July 2008 at 11am for the following purposes:-

AS ORDINARY BUSINESS:-

1. To receive and consider the Directors' Report and the audited financial statements of the Company for the year ended 31 January 2008 together with the Report of the Independent Auditors.
2. To consider and approve as an Ordinary Resolution the Report on the Directors' Remuneration set out on pages 59 to 62 of the Report and Accounts for the year ending 31 January 2008.
3. To declare a final dividend of 4.3p per ordinary share.
4. To re-elect Mr C A Marsh who retires by rotation pursuant to Article 95 of the Company's Articles of Association and who, being eligible, offers himself for re-election as a Director of the Company.
5. To re-elect Mr K P Gibbs who retires by rotation pursuant to Article 95 of the Company's Articles of Association and who, being eligible, offers himself for re-election as a Director of the Company.
6. To re-appoint Nexia Smith & Williamson LLP as Auditors to the Company.
7. To authorise the Directors to fix the remuneration of the Auditors.

AS SPECIAL BUSINESS to consider and, if thought fit, to pass the following Resolutions, the case of 8 as an Ordinary Resolution and in the case of 9 and 10 as Special Resolutions:-

ORDINARY RESOLUTION

8. THAT the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 ("the Act") and in substitution for any existing power to allot relevant securities to exercise all powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £1,059,035, representing 31.7% of the issued share capital, such authority to expire on the day preceding the fifth anniversary of the passing of this resolution, but so that this authority shall allow the Company to make before the expiry of this authority offers or agreement which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements.

SPECIAL RESOLUTIONS

9. THAT the Directors be and they are hereby authorised pursuant to Section 95 of the Act to allot for cash equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by Resolution 8 above or by virtue of Section 94 (3A) of the Act as if Section 89(1) of the Act did not apply to any such allotment provided that such power is limited to the allotment of equity securities:-
 - (i) in connection with or the subject of an offer or invitation of equity securities, open for acceptance for a period fixed by the Directors, by way of rights issue to holders of Ordinary Shares on the register of the Company in proportion (as nearly as may be), to their holdings on a date fixed by the Directors (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with problems under the laws of any territory or in connection with fractional entitlements or otherwise howsoever); and
 - (ii) otherwise than pursuant to (i) above up to an aggregate nominal amount of £167,048, representing 5% of the Company's issued share capital;

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NOTICE OF MEETING CONTINUED

PROVIDED always that the authority conferred by this Resolution 9 shall expire 15 months from the date of passing this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company held in 2009 and that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements.

10. THAT the Company be and it is hereby generally and unconditionally authorised for the purposes of Section 166 of the Act to make market purchases (within the meaning of Section 163(3) of the Act) of Ordinary Shares of 10 pence each of the Company provided that:-

- (i) the maximum number of Ordinary Shares hereby authorised to be acquired is 3,307,556 (representing 9.9 per cent of the Company's issued ordinary share capital);
- (ii) the minimum price which may be paid for any such share is 10 pence (exclusive of expenses);
- (iii) the maximum price (exclusive of expenses) which may be paid for any such share is an amount equal to 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the share is contract to be purchased; and
- (iv) the authority hereby conferred shall expire 15 months from the date of this Resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2009 , except that a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.

Registered Office
Alexandra House
Thornbury
Bristol BS35 2NT

By Order of the Board
PM Rosser
Secretary
29 May 2008

NOTICE OF MEETING CONTINUED

NOTES:-

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 the Company specifies that only persons appearing in the Register of Members of the Company 48 hours prior to the meeting shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time.
2. A member entitled to attend, speak and vote at the meeting may appoint another person, whether a member or not, as his or her proxy to attend, speak and, on a poll, to vote on his or her behalf. To be effective, a form of proxy must be deposited at the Company's Registrars, Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time fixed for the meeting. A pre-paid form of proxy accompanies this notice.
3. The following documents will be available for inspection at the Registered Office during usual business hours on any weekday (Saturdays and Public Holidays excluded) until the date of the meeting and at the place of the meeting for at least 15 minutes prior to the meeting until the conclusion of the meeting:-
 - (i) the Register of Directors' interests; and
 - (ii) copies of the Directors' service contracts with the Company.
4. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the meeting, 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 meeting but the corporate shareholder has not appointed the Chairman of the meeting 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 representation letter if the Chairman is being appointed as described in (i) above.
5. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Companies Act 2006, Note 2 above does not apply to you but you may have a right under an agreement between you and the member by whom you were nominated to be appointed or to have someone else appointed, as a proxy for the meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
6. As at 28 May 2008 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 33,409,654 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 9 May 2008 were 33,409,654.

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