

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in doubt about the contents of this document or about the action you should take you should immediately consult your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your ordinary shares in Commercial Group Properties plc (the “**Company**”), please send this document, together with the accompanying form of proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

---

# **COMMERCIAL GROUP PROPERTIES PLC**

*(Incorporated in England and Wales under the Companies Act 1985 with Registered Number 5868936)*

## **Notice of Extraordinary General Meeting**

---

A notice of an extraordinary general meeting of the Company to be held at the offices of Sprecher Grier Halberstam LLP, One America Square, Crosswall, London EC3N 2SG on Tuesday 14<sup>th</sup> October 2008 at 11am is set out at the end of this document.

Holders of ordinary shares in the Company (“**Shareholders**”) are requested to complete and return the enclosed form of proxy to the Registered Office address of the Company, One America Square, Crosswall, London EC3N 2SG by 11am on 12<sup>th</sup> October 2008.

## LETTER FROM THE CHAIRMAN

### COMMERCIAL GROUP PROPERTIES PLC

*(Incorporated in England and Wales under the Companies Act 1985 with Registered Number 5868936)*

*Directors:*

Robin Bolton – Non-Executive Chairman  
Kenneth Wills – Chief Executive Officer  
Chris Seymour Prosser – Managing Director  
Julie Wing – Executive Director  
Brian Moritz – Finance Director

*Registered Office:*

One America Square  
Crosswall  
London  
EC3N 2SG

12th September 2008

*To the Shareholders of the Company*

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

Dear Shareholder

##### **1 INTRODUCTION**

I am writing to you with details of the extraordinary general meeting which we propose to hold on Tuesday 14<sup>th</sup> October 2008 at 11am. The formal notice of meeting is set out on page 4 of this document.

As set out in paragraph 2 below, the purpose of the meeting is to adopt new articles of association.

##### **2 ADOPTION OF NEW ARTICLES OF ASSOCIATION**

The provisions of the Companies Act 2006 (the “**2006 Act**”) are in the process of being brought into force with all provisions expected to be in force by 1 October 2009. The Company therefore proposes to adopt new articles of association to incorporate some of the key changes (including procedural changes) introduced by the 2006 Act which are currently (or soon to be) in force and to reflect other recent changes in the law, including:

- (a) to enable the Company to communicate with Shareholders by electronic and/or website communications;
- (b) to remove the chairman’s casting vote in the case of an equality of votes at a meeting of the Shareholders (as this is incompatible with the relevant provisions of the 2006 Act);
- (c) to reduce the notice period for calling an extraordinary general meeting from 21 clear days to 14 clear days (the 2006 Act permits a company to call an extraordinary general meeting on 14 clear days notice unless required otherwise by its articles of association);
- (d) to enable proxies to vote on a show of hands, as well as on a poll as currently provided for and to allow multiple proxies to be appointed (provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder);
- (e) to remove the obligation on directors reaching the age of 70 from having to retire from office at every annual general meeting; and
- (f) to allow the directors to authorise conflicts or potential conflicts of interest, where appropriate although such provisions will only take effect once all of the provisions of the 2006 Act are in force.

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act will allow directors of public companies to authorise conflicts and potential conflicts where appropriate, where the articles of association contain a provision to this effect. The 2006 Act will also allow the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The new articles of association will give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards that will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is the board's intention to report annually on the Company's procedures for ensuring that the board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

### **3 INSPECTION OF DOCUMENTS**

A copy of the proposed new articles of association will be available at the registered office of the Company during normal business hours until the date of the extraordinary general meeting and, on that date, at the place of the meeting from at least 15 minutes prior to the meeting until its conclusion.

### **4 RESOLUTION**

The resolution to be proposed at the extraordinary general meeting is set out in full in the notice of meeting on page 4 of this document.

### **5 ACTION TO BE TAKEN**

A form of proxy is enclosed for use by Shareholders at the extraordinary general meeting. If you are a Shareholder, you are requested to complete, sign and return the form of proxy, whether or not you intend to be present at the meeting, and return it to the Registered Office address of the Company, One America Square, Crosswall, London EC3N 2SG. The completion and return of a form of proxy will not prevent you from attending the meeting and voting in person should you subsequently wish to do so.

### **6 RECOMMENDATION**

The directors consider that the proposed resolution is in the best interests of the Company and its Shareholders as a whole.

Accordingly, the directors unanimously recommend that you vote in favour of the resolutions being proposed at the extraordinary general meeting, as they intend to do or procure to be done in respect of their own and their connected persons' beneficial holdings.

Yours faithfully

Robin Bolton  
*Chairman*

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### COMMERCIAL GROUP PROPERTIES PLC (the "Company")

*(Incorporated in England and Wales under the Companies Act 1985 with Registered Number 5868936)*

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of the Company will be held at the offices of Sprecher Grier Halberstam LLP, One America Square, Crosswall, London EC3N 2SG on 14<sup>th</sup> October 2008 at 11am for the transaction of the following business:

To consider and, if thought fit, to pass the resolution set out below which will be proposed as a special resolution:

#### SPECIAL RESOLUTION

**THAT** the form of the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be and is hereby adopted as the articles of association of the Company.

By Order of the Board

**John Bottomley**  
Company Secretary

Registered Office

One America Square  
Crosswell  
London EC3N 2SG

Dated 12th September 2008

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Extraordinary General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Should you wish to appoint more than one proxy please return this form and attach to it a schedule detailing the names of the proxies you wish to appoint, the number of shares each proxy will represent and the way in which you wish them to vote on the resolutions that are to be proposed. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the Registered Office address of the Company, One America Square, Crosswall, London EC3N 2SG by hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
2. Any member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not also be a member.
3. 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 of 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.
4. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those members entered on the register of members at 6pm on 12<sup>th</sup> October 2008 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of £0.01 each in the capital of the Company held in their name at that time. Changes to the register after 6pm on 12<sup>th</sup> October 2008 shall be disregarded in determining the rights of any person to attend and vote at the meeting.

# COMMERCIAL GROUP PROPERTIES PLC

## FORM OF PROXY

I/We .....  
of .....  
being a member of the Company, hereby appoint .....  
of .....  
or failing him, the Chairman of the Meeting .....

As my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 11 am on Tuesday 14<sup>th</sup> October 2008 and at any adjournment thereof.

I/We direct my/our vote as indicated below in respect of the resolutions which are referred to in the Notice convening the Meeting (see note 1 below).

	Special Resolution	For	Against	Vote Withheld
<b>Resolution</b>	To adopt new articles of association.			

Date ..... Signature .....

Please tick here if you are appointing more than one proxy.

Number of shares proxy appointed over.

### Notes

- Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Should you wish to appoint more than one proxy please return this form and attach to it a schedule detailing the names of the proxies you wish to appoint, the number of shares each proxy will represent and the way in which you wish them to vote on the resolutions that are to be proposed. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the **Registered Office address of the Company, One America Square, Crosswall, London EC3N 2SG** hand, or sent by post, so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
- The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
- In the case of a corporation, the form of proxy must be executed under its common seal or the hand of an officer or attorney duly authorised.
- A member may appoint a proxy of its own choice. If the name of the member's choice is not entered in the space provided on the form of proxy, the return of the form of proxy duly signed will authorise the Chairman of the meeting to act as that member's proxy.
- The 'Vote Withheld' option is to enable you to abstain on a specified resolution. Please note that a 'Vote Withheld' has no legal effect and will not be counted in the votes 'For' and 'Against'.
- If you fail to select any of the given options, the proxy is authorised to vote (or abstain from voting) at his discretion on the specified resolution.
- Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those members entered on the register of members at 6pm on 12<sup>th</sup> October 2008 shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of £0.01 each in the capital of the Company held in their name at that time. Changes to the register after 6pm on 12<sup>th</sup> October 2008 shall be disregarded in determining the rights of any person to attend and vote at the meeting.