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If you have sold or otherwise transferred all of your ordinary shares in SCOTTY Group plc, please forward this document, together with any accompanying documents, immediately to the purchaser or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding of ordinary shares, please contact your stockbroker, bank, or other agent through whom the sale or transfer was effected immediately.

SCOTTY GROUP PLC

(Incorporated and registered in England and Wales with registered number 02908288)

Share Capital Reorganisation

Approval of Conversion of the Company into a Societas Europaea

and

Notice of Extraordinary General Meeting

Notice of an Extraordinary General Meeting of SCOTTY Group plc, to be held at Mercedes-Benz World, Brooklands Drive, Weybridge, Surrey, KT13 0SL at 11:00 a.m. on Tuesday 27 September 2011, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the meeting should be completed, signed and delivered by post or (during business hours) by hand to SCOTTY Group plc's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU in the enclosed business reply envelope, by not later than 48 hours before the time of the meeting. Completion and return of Forms of Proxy will not preclude shareholders from attending and voting at the Extraordinary General Meeting should they so wish.

SCOTTY GROUP PLC (the “Company”)

(Incorporated and registered in England and Wales with registered number 02908288)

Directors:

Dr Ernst Wustinger, Non-Executive Chairman
Kurt Kersch, Chief Executive Officer
Hugh Edmonds, FCA, Finance Director and Company Secretary
Bryan Smart, FCA, Non-Executive Director

Registered Office:

The Club House
Brooklands Road
Weybridge
Surrey
KT13 0QN

2 September 2011

To Shareholders and, for information purposes only, option holders

Dear Shareholder,

Share Capital Reorganisation Approval of conversion of the Company into a Societas Europaea Notice of Extraordinary General Meeting

I wrote to you on 3 June 2011, explaining that the Company was considering converting to a Societas Europaea (“SE”) (the “**Conversion**”) pursuant to Article 2(4) of Council Regulation (EC) No 2157/2001 (the “**Regulations**”) in order to facilitate the transfer of its registered office to Austria. The directors of the Company (the “**Directors**”) are now proposing that the Conversion is effected.

The SE will be registered with the name “SCOTTY Group SE”. The registered office of SCOTTY Group SE will remain in the United Kingdom immediately following the Conversion, but it is the intention of the Directors that it shall subsequently be transferred to Austria pursuant to Article 8 of the Regulations (the “**Transfer**”). A further general meeting will be convened in due course to seek shareholder approval of the Transfer.

The SCOTTY group of companies (the “**Group**”), of which the Company is the holding company, is currently located in the United Kingdom, Austria and the United States. The Austrian subsidiary is the Group’s main operating company and carries out the Group’s research and development and manufacturing activities. The Directors believe that the Conversion and Transfer will facilitate the further development of the Group and reduce administration and professional costs such as audit and legal fees. The Directors are also considering obtaining a listing on the Third Market of the Vienna Stock Exchange in due course, which they believe will improve liquidity in the Company’s shares and enable the Company to raise further equity finance when required. The Transfer would facilitate this process.

Set out on pages 8 to 9 of this document is a notice (“**Notice of Meeting**”) convening an extraordinary general meeting (the “**Meeting**”) of the Company, to be held at 11:00 a.m. on Tuesday 27 September 2011 at Mercedes-Benz World, Brooklands Drive, Weybridge, Surrey, KT13 0SL.

Resolutions will be proposed at the Meeting to approve a reorganisation of the Company’s share capital in order to ensure it meets the share capital requirements for an SE, and to approve the Conversion.

1. Share Capital Reorganisation

In order to convert to an SE, the Company must have a minimum share capital of at least EURO 120,000. As a result of the court approved reduction of the Company’s capital and cancellation of its share premium account and capital redemption reserve, which was approved by shareholders at the Company’s annual general meeting held on 28 June 2011, and which became effective on 20 July 2011 (the “**Reduction of Capital**”), the Company’s issued capital is currently £27,712.94. A bonus issue of the Company’s shares (“**Bonus Issue**”) is therefore proposed to ensure that the Company has the required minimum share capital to convert to an SE.

The Bonus Issue will be paid up from the special reserve which arose from the Reduction of Capital and will not require the Company’s shareholders to contribute any additional capital. It will have no effect on the proportionate shareholdings of the Company’s shareholders.

As a result of the Reduction of Capital, the nominal value of the Company’s shares was reduced from £0.05 to £0.001, and its deferred share capital was cancelled. It is proposed that the Company’s

existing ordinary shares of £0.001 each (“**Ordinary Shares**”) are converted into ordinary shares of EURO 1.00 (“**New Ordinary Shares**”) in order to ensure the Company has a share capital structure which is appropriate following the Conversion and Transfer and which would facilitate any listing of the Company’s shares on the Third Market of the Vienna Stock Exchange in the future.

The following reorganisation of the Company’s share capital is therefore proposed:

- the Bonus Issue, on the basis of 30 Ordinary Shares for each one Ordinary Share;
- the redenomination of each of the Ordinary Shares into EURO 0.0011277 ordinary shares (“**Redenomination**”). The sterling to euro exchange rate applicable to the Redenomination will be 1.1277, being the relevant spot rate as at 30 August 2011 published in the Financial Times newspaper;
- a reduction of the nominal value (“**Nominal Value Reduction**”) of the EURO 0.0011277 ordinary shares to EURO 0.0011267327 ordinary shares (“**Interim Ordinary Shares**”). The Nominal Value Reduction is required to facilitate the consolidation into New Ordinary Shares; and
- the consolidation (“**Consolidation**”) of each 886 Interim Ordinary Shares into a New Ordinary Share.

A worked example illustrating the effect of the Bonus Issue, Redenomination, Nominal Value Reduction and Consolidation (together the “**Share Capital Reorganisation**”) is set out in the table at the end of this paragraph 1.

The closing mid-market price for an Ordinary Share on 31 August 2011, being the last practicable date prior to publication of this circular, was £0.0512, and on this basis one New Ordinary Share would have a market value of approximately £1.51. This approximate market value is expressed in this document in pounds sterling for comparison purposes, but the New Ordinary Shares will be quoted and traded in euros.

Any fractional entitlements arising on the Consolidation will be consolidated and sold in the market for the best price reasonably obtainable, on behalf of the shareholders entitled to the fractions. If the net proceeds of sale are equivalent to three pounds (£3.00) or more (applying an appropriate euro-sterling exchange rate) per any entitled shareholder, then such proceeds of sale will be paid to the relevant shareholder. If such net proceeds amount to the euro equivalent of less than three pounds (£3.00) for any entitled shareholder, they will be retained by the Company in accordance with its articles of association (“**Articles**”). The value of any shareholder’s fractional entitlement will not exceed the value of one New Ordinary Share.

Resolution 1 is a resolution to approve the Bonus Issue and to authorise the Directors to allot shares pursuant to the Bonus Issue. Resolution 1 is proposed as an ordinary resolution in accordance with the Company’s Articles.

It is essential that the Bonus Issue is approved by the Company’s shareholders in order for the Company to continue as a public limited company, even if the Redenomination, Nominal Value Reduction, Consolidation and Conversion are not approved, as the Company’s share capital is currently less than the authorised minimum.

Resolution 2 is a resolution to approve the Redenomination, Nominal Value Reduction and Consolidation. Resolution 2 is proposed as a special resolution in accordance with section 626 of the Companies Act 2006.

The Share Capital Reorganisation will have no effect on the proportionate shareholdings of the Company’s shareholders.

Worked Example:

The effect of the Share Capital Reorganisation on a member of the Company holding 1,000 Ordinary Shares immediately prior to the Share Capital Reorganisation would be as follows:

Event	Effect	Resulting Shareholding
Bonus Issue	Issue of 30,000 Ordinary Shares	31,000 Ordinary Shares (comprising 1,000 pre-existing Ordinary Shares and 30,000 bonus Ordinary Shares)
Redenomination & Nominal Value Reduction	Conversion of shares to Interim Ordinary Shares	31,000 Interim Ordinary Shares
Consolidation	Each 886 Interim Ordinary Shares held by the member consolidated into 1 New Ordinary Share	34 New Ordinary Shares and fractional entitlement to 0.9887 New Ordinary Shares with a value of approximately £1.49*

* New Ordinary Shares will be quoted and traded in euros. Fractional entitlements will be consolidated and sold in the market for the best price reasonably obtainable, on behalf of the shareholders entitled to the fractions. If the net proceeds of sale are the euro equivalent of three pounds (£3.00) or more per any entitled shareholder, then such proceeds of sale will be paid by cheque to the relevant shareholder. The value of any shareholder's fractional entitlement will not exceed the value of one New Ordinary Share.

2. **Conversion of the Company into an SE**

The draft terms of the Conversion (the “**Terms of Conversion**”) have been filed with the Companies Registry for England & Wales (the “**Companies Registry**”). Notice of receipt of the Terms of Conversion by the Registrar of Companies for England & Wales was published in the London Gazette on 18 August 2011. The Directors have also produced a report explaining the legal and economic aspects of the Conversion. This report is set out in the Appendix to this document.

Subject to the provisions of the Regulations, an SE is treated as if it were a public limited liability company formed in accordance with the law of the Member State in which it has its registered office. Following the Conversion, but before the Transfer, SCOTTY Group SE will therefore be governed by English company law.

Resolution 3 is a resolution to approve the Conversion and is proposed as a special resolution.

If all the resolutions set out in the Notice of Meeting are passed at the Meeting, the Company will file the documents required to effect the Conversion with the Companies Registry. The Conversion will become effective when the Companies Registry re-registers the Company as an SE. Subject to the Conversion being effected, the Transfer will need to be approved at a subsequent general meeting of the Company. It is a requirement of the Regulations that no general meeting to approve the Transfer can be held until two months after publication of a document which sets out the proposed details of the Transfer (“**Transfer Proposal**”).

3. **Employee Involvement**

The Company is in the process of forming a special negotiating body of its employees (the “**SNB**”) which has responsibility for negotiating any arrangements for the employee involvement or participation in the management of the Company and the Group following the Conversion.

4. **Adoption of Statutes**

In order to convert to an SE, the Company must file new statutes with the Companies Registry. These will replace the existing memorandum of association and Articles of the Company. A copy of the proposed new statutes (“**Statutes**”), together with a copy of the existing Articles of the Company, marked to show the changes being proposed, will be available for inspection at the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP, and will be published on the Company's

website at www.scotttygroup.com, from the date of this document until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting.

The Statutes are set out in Schedule 1 to the Terms of Conversion. The Statutes are based on the existing Articles of the Company and contain those provisions which are necessary to enable compliance with the Regulations. The changes between the Company's existing Articles and the Statutes effect the following matters:

- ensuring that the Company's name is changed to "SCOTTY Group SE" to comply with the Regulations;
- replacing the current board of directors with a one-tier administrative organ ("**Administrative Organ**"), whose members shall be the current directors of the Company. An administrative organ is the body responsible for the management of an SE, in much the same way as a board of directors is responsible for the management of a public limited company;
- ensuring that any resolution to change the Statutes must be approved by a special resolution and, in addition, to comply with Article 59 of the Regulations, must be approved by a majority of the members present in person, by proxy or represented by corporate representative at the meeting;
- removing references to the company secretary, as the company secretary will cease to have a statutory role after the Conversion;
- setting out a framework for providing that certain decisions of the Administrative Organ are reserved to the Administrative Organ; and
- reflecting the change to the Company's share capital following the Redenomination and Consolidation.

5. **Effect of the Share Capital Reorganisation and Conversion on AIM admission and CREST settlement arrangements**

The Company's ordinary shares will continue to be admitted to and traded on AIM both immediately before and after the Conversion.

The Company's shares are currently enabled for settlement through CREST and this arrangement will not be affected by the Conversion.

The Company's ISIN and SEDOL will change as a result of the Consolidation and Redenomination, with effect from 28 September 2011, and the New Ordinary Shares will be quoted and traded in euros. The details of the new ISIN and SEDOL are as follows:

ISIN: GB00B62RW154

SEDOL: B62RW15

6. **Transfer**

Following the Conversion, SCOTTY Group SE can commence the process to effect the Transfer. This process starts with the filing of the Transfer Proposal with the Companies Registry. The Transfer Proposal will include details of the proposed registered office of the SE in Austria, the proposed statutes of the SE following the Transfer, any implications the Transfer may have on employee involvement, the proposed Transfer timetable and any rights provided for the protection of shareholders and/or creditors. It is a requirement of the Regulations that no general meeting to approve the Transfer can be held until two months after publication of the Transfer Proposal.

If the Transfer is approved by 75 per cent. of the votes cast at a future general meeting convened to approve the Transfer, SCOTTY Group SE will file the documents required to effect the Transfer with the Companies Registry. If it is satisfied that all pre-Transfer formalities have been completed, the Secretary of State for Business, Innovation and Skills will issue a certificate to this effect. The Transfer becomes effective when SCOTTY Group SE is registered in Austria.

If the Transfer becomes effective, it is anticipated that the Company's shares will need to be readmitted to AIM and that depositary interests representing the Company's shares will be issued to enable its continued trading on AIM.

A further general meeting will be convened in due course to seek shareholder approval of the Transfer.

7. Expected Timetable of Principal Events

The expected timetable for the events contemplated by this document is as follows:

Event	Date (2011)
Meeting	11:00 a.m on 27 September
Record date for Bonus Issue, Consolidation and Redenomination	6:00 p.m. on 27 September
Effective date for Bonus Issue, Consolidation and Redenomination	7:00 a.m. on 28 September
Admission of New Ordinary Shares to AIM	8:00 a.m. on 28 September
CREST accounts credited/share certificates issued in respect of New Ordinary Shares and payment of fractional entitlements, where applicable	As soon as possible after 8:00 a.m. on 28 September
Estimated date for Conversion and change of Company's name to "SCOTTY Group SE"	Around 13 October (subject to processing of application to convert to SE by the Companies Registry)

8. Recommendation

The Directors consider the Share Capital Reorganisation, the Conversion and the other matters proposed for approval at the Meeting to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend that shareholders vote in favour of the resolutions to be proposed at the Meeting, as they intend to do in respect of those Ordinary Shares over which they have voting control in their personal capacity, amounting to 7,242,672 Ordinary Shares which represent approximately 26.13 per cent. of the Company's current issued share capital.

9. Action to be taken by shareholders

A Form of Proxy for use at the Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Capita Registrars, by post or (during normal business hours only) by hand, as soon as possible, but in any event so as to be received by no later than 48 hours before the time of the Meeting. A business reply envelope is enclosed for the return of Forms of Proxy. Shareholders who have misplaced this envelope should send their Forms of Proxy to the following address: Freepost RSBH UXKS LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU. The completion and return of a Form of Proxy will not preclude shareholders from attending the Meeting and voting in person should they so wish.

Yours faithfully

Dr Ernst Wustinger
Chairman

Appendix

SCOTTY GROUP PLC

(the “Company”)

Report prepared by the Company’s directors explaining the legal and economic aspects of conversion to an SE

This report is produced pursuant to Article 37(4) of Council Regulation (EC) No. 2157/2001 (the “**Regulations**”) to explain the legal and economic aspects of the proposed conversion of SCOTTY Group plc to a Societas Europaea (“**SE**”) pursuant to Article 2(4) of the Regulations (the “**Conversion**”) and to indicate the implications for the Company’s shareholders and employees of the adoption of the form of an SE. It should be read in conjunction with the circular to the Company’s shareholders of which it forms part.

The Company’s directors (“**Directors**”) are proposing that the Company is converted into an SE and registered with the name “SCOTTY Group SE”. The registered office of the Company will remain in the United Kingdom immediately following the Conversion, but it is the intention of the Directors that it shall subsequently be transferred to Austria pursuant to Article 8 of the Regulations (the “**Transfer**”).

The Directors believe that the Conversion and the subsequent Transfer will facilitate the further development of the group of companies of which the Company is the holding company (“**Group**”) and reduce administration and professional costs such as audit and legal fees. The Directors are also considering obtaining a listing on the Third Market of the Vienna Stock Exchange in due course, which it believes will improve liquidity in the Company’s shares and enable the Company to raise further equity finance when required. The Transfer would facilitate this process.

Subject to approval of the Conversion by the Company’s shareholders, the Conversion will become effective when the Registrar of Companies for England & Wales re-registers the Company as an SE. Subject to the provisions of the Regulations, an SE is treated as if it were a public limited liability company formed in accordance with the law of the Member State in which it has its registered office. Following the Conversion, but before the Transfer, the Company will therefore still be governed by English company law and the same company law provisions (subject to the Regulations) will apply to the Company as before the Conversion. The Conversion will not, pursuant to Article 37(2) of the Regulations, result in the winding up of the Company or in the creation of a new legal person.

In order to convert to an SE, the Company must file new statutes (“**Statutes**”) with the Registrar of Companies for England & Wales, which set out the rights and restrictions attaching to shares in the Company following the Conversion. The Statutes will replace the existing Memorandum and Articles of Association of the Company. The Statutes are based on the existing Articles of Association of the Company and contain the additional provisions which are required by the Regulations.

A summary of the differences between the Company’s current Articles of Association and the Statutes is set out in the circular to the Company’s shareholders of which this report forms part and in the Terms of Conversion which have been drawn up by the Company and publicised in accordance with Article 37 of the Regulations. Schedule 1 of the Terms of Conversion also sets out the Statutes. A copy of the Statutes, together with a copy of the current Articles of Association of the Company marked to show the changes being proposed, will be available for inspection at the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP, and will be published on the Company’s website at www.scotttygroup.com, from the date of the circular to the Company’s shareholders of which this report forms part, until the time of the Company’s extraordinary general meeting to be held at 11:00 a.m. on Tuesday 27 September 2011, and for at least 15 minutes prior to the meeting and during the meeting.

The rights of the Group’s employees and the terms of their employment will not be affected by the Conversion and their existing terms of employment will continue in full force and effect. The special negotiating body of the Company’s employees has resolved not to open negotiations in respect of an employee involvement agreement and there will therefore not be any participation or involvement rights for employees of the Group in the management of the Company following the Conversion (*Note: this is subject to the final decision of the special negotiating body of the Company’s employees*).

SCOTTY GROUP PLC

(incorporated and registered in England and Wales with company number 02908288)

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting (the “**Meeting**”) of SCOTTY Group plc (the “**Company**”) will be held at Mercedes-Benz World, Brooklands Drive, Weybridge, Surrey, KT13 0SL at 11:00 a.m. on Tuesday 27 September 2011.

You will be asked to consider and vote on the resolutions below. Resolution 1 will be proposed as an ordinary resolution and Resolutions 2 and 3 will be proposed as special resolutions.

Resolutions

1. That:
 - (a) the sum of £831,388.11 standing to the credit of the special reserve arising pursuant to the reduction of the Company’s share capital and cancellation of the Company’s share premium account and capital redemption reserve, which took effect on 20 July 2011, be capitalised and applied in paying up in full 831,388,110 ordinary shares of £0.001 each in the capital of the Company (“**Ordinary Shares**”) and that such shares be issued to the holders of Ordinary Shares on the Company’s register of members as at 6.00 p.m. on 27 September 2011 (or such other time and/or date as the directors may in their absolute discretion determine), on the basis of 30 new Ordinary Shares for each one Ordinary Share (the “**Bonus Issue**”); and
 - (b) the directors be and are hereby 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 and grant rights to subscribe for, or convert any security into shares up to an aggregate nominal amount (within the meaning of sections 551(3) and (6) of the Act) of £831,388.11 (being the aggregate nominal value of the shares to be allotted pursuant to the Bonus Issue). This authority shall be in addition to the authority granted pursuant to section 551 of the Act at the Company’s Annual General Meeting held on 28 June 2011.
2. That, subject to the passing of Resolution 1:
 - (a) each of the Ordinary Shares, as shown in the Company’s register of members at 6:00 p.m. on 27 September 2011 (or such other time and/or date as the directors may in their absolute discretion determine), be and are hereby redenominated as ordinary shares of EURO 0.0011277 each, pursuant to section 622 of the Act, at a conversion rate of EURO 1.1277 to £1.00, being the closing mid-point sterling to euro spot forward rate as at 30 August 2011 published in the Financial Times newspaper;
 - (b) the share capital of the Company be and is hereby reduced by cancelling and extinguishing EURO 0.0000009673 of each of the Company’s ordinary shares of EURO 0.0011277 each and reducing the nominal value of each such ordinary share to EURO 0.0011267327 each (the “**Interim Ordinary Shares**”), pursuant to section 626 of the Act; and
 - (c) each 886 Interim Ordinary Shares held by each member be and are hereby consolidated into one ordinary share of EURO 1.00 (a “**New Ordinary Share**”), provided that, where such consolidation would result in any member being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share (if any) to which other members of the Company would be similarly so entitled and the directors of the Company be and are hereby authorised to sell (or appoint any other person to sell) to any person all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person(s), and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant members who would otherwise be entitled to the fractions so sold, save that (i) any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrar of the Company, and (ii) any due proportion of such proceeds of less than £3.00 (net of expenses) shall be retained by the directors for the benefit of the Company and the relevant member shall not be entitled thereto (and, for the purposes of implementing the provisions of this resolution, any director of the Company (or any person appointed by the directors of the Company) shall be and is hereby authorised to execute one or more instrument(s) of transfer in respect of such New Ordinary Shares on behalf of the relevant member(s) and to do all acts

and things the directors consider necessary or desirable to effect the transfer of such New Ordinary Shares to, or in accordance with the directions of, any buyer of such New Ordinary Shares).

3. That, subject to the passing of Resolution 1:
 - (a) the conversion (the “**Conversion**”) of the Company to a Societas Europaea (“**SE**”) in accordance with Article 37(1) of Council Regulation EC No. 2157/2001 (the “**Regulations**”) on the terms set out in the draft terms of conversion in respect of the Company, notice of receipt of which by the Registrar of Companies for England and Wales was published in the London Gazette on 18 August 2011, and the formation of an SE in accordance with Article 2(4) of the Regulations by means of the Conversion be and is hereby approved;
 - (b) subject to and effective from the Conversion, the Company’s name be changed to “SCOTTY Group SE”; and
 - (c) subject to and effective from the Conversion, the draft statutes, a copy of which are produced to the Meeting and signed by the chairman of the Meeting for the purposes of identification, be approved for adoption as the statutes of the Company in substitution for the current Memorandum and Articles of Association of the Company.

By order of the Board

H. F. Edmonds FCA
Company Secretary

Registered Office
The Club House
Brooklands Road
Weybridge
Surrey
KT13 0QN

2 September 2011

Notes to the Notice of Extraordinary General Meeting

1. Only holders of ordinary shares, or their duly authorised representatives, are entitled to attend and vote at this Meeting. A member so entitled may 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. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the Meeting in person.
2. A Form of Proxy is enclosed for holders of ordinary shares. Forms of Proxy need to be deposited with the Company’s registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU in the enclosed business reply envelope not later than 48 hours before the time of the Meeting. Shareholders wishing to use a separate envelope should address it to Freepost RSBH-UXKS-LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.
3. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that, in order to have the right to attend and vote at the Meeting (and also for the purpose of calculating how many votes a person entitled to vote and attend may cast), a person must be entered on the register of holders of the ordinary shares of the Company by no later than 11:00 a.m. on 25 September 2011, being 48 hours before the time fixed for the Meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
4. A copy of the proposed new Statutes of the Company, together with a copy of the existing Articles of Association of the Company, marked to show the changes being proposed, will be available for inspection at the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP, and will be published on the Company’s website at www.scottysgroup.com, from the date of this Notice of Meeting until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting.

SCOTTY GROUP PLC FORM OF PROXY

I/We (name)

of (address)

being (a) member(s) of SCOTTY Group plc (the “**Company**”), hereby appoint the Chairman of the Meeting *, or

.....
as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Mercedes-Benz World, Brooklands Drive, Weybridge, Surrey, KT13 0SL at 11:00 a.m. on Tuesday 27 September 2011.

*An alternative proxy may be named if desired.

I/We direct my/our proxy to vote as follows:

	ORDINARY RESOLUTION	FOR	AGAINST
1.	To approve a bonus issue of the Company’s ordinary shares and grant the directors authority to allot shares pursuant to the bonus issue		
	SPECIAL RESOLUTIONS		
2.	To approve the redenomination, reduction and consolidation of the Company’s ordinary shares		
3.	To approve the conversion of the Company to a Societas Europaea		

Signed this day of Year.....

Signature

Notes:

- (i) 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 shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
- (ii) Please indicate with an ‘X’ how you wish the proxy to vote. The proxy will exercise his discretion as to how he votes or whether he abstains from voting:
 - (a) on any resolution referred to above if no instruction is given in respect of that resolution; and
 - (b) on any business or resolution considered at the meeting other than the resolutions referred to above.
- (iii) If you wish to appoint someone other than the chairman of the meeting as your proxy please delete the words “The Chairman of the Meeting” and insert the name of the person you wish to appoint.
- (iv) To be valid any Form of Proxy or other instrument appointing a proxy and any power of attorney under which it is executed (or a duly certified copy of any such power of authority), must be received by post or (during normal business hours only) by hand no later than 48 hours before the time appointed for holding the meeting. A business reply envelope is enclosed for the return of Forms of Proxy. Shareholders who have misplaced this envelope should send their Form of Proxy to the following address: Freepost RSBH UXKS LRBC, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.
- (v) Where the member is a corporation this Form of Proxy must be under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- (vi) In the case of joint holders only one need sign this form, but the names of the other joint holders should be shown in the space provided. The vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Seniority will be determined by the order in which the names of the holders appear in the register of members in respect of the joint holding.
- (vii) The return of a completed Form of Proxy will not prevent a shareholder attending the meeting and voting in person if he/she wishes to do so.



