

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

WFCA plc

(incorporated and registered in England and Wales under number 3754672)

NOTICE OF 2009 ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at Vale House, Clarence Road, Tunbridge Wells, Kent TN1 1HH on 3rd December 2009 at 12.00pm is set out at the end of this circular.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by 12.00pm on 1st December 2009.

PART I

WFCA PLC

(incorporated and registered in England and Wales under number 3754672)

Directors:

Arthur Leonard Robert Morton (Chairman)
Michael Richards (Chief Executive Officer)
Stephen Latter (Finance Director)
Rodger Braidwood (Non-Executive Director)
John Foley (Non-Executive Director)
Robert Hamer (Non-Executive Director)

Registered Office:

Vale House
Clarence Road
Tunbridge Wells
Kent TN1 1HH

6 November 2009

Dear Shareholder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of our Annual General Meeting ("**AGM**") which we are holding at Vale House, Clarence Road, Tunbridge Wells, Kent TN1 1HH on 3rd December 2009 at 12.00pm. The formal notice of AGM is set out on page 4 of this document. Also enclosed with this document are the audited accounts and directors' report for the year ended 30 June 2009.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this notice and return it to the Company's Registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible. They must receive it by 12.00pm on 1st December 2009. Completion and return of the proxy form will not preclude you from attending the AGM and voting in person, if you wish.

New Articles of Association

We are asking shareholders to approve a number of amendments to our articles of association primarily to reflect the implementation of the Shareholder Rights Directive in the UK in August 2009 and the remaining provisions of the Companies Act 2006 in October 2009. An explanation of the main changes between the proposed and the existing articles of association is set out in Part IV on pages 10 to 11 of this document.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 8 to 9 of this document.

Electronic Communications

Enclosed with this document is a letter relating to electronic communications. The letter asks shareholders to decide: (i) if they wish to continue to receive documents or information in paper form; (ii) to provide an e-mail address to which notifications that documents or information are available on the Company's website can be sent; or (iii) to take no action and view any documents or information via the Company's website.

I am aware that you have been asked to complete this form previously but for good housekeeping, please could you complete this form again to ensure our records are correct. Shareholders should note that if they do not respond to the election form, they

will be taken to have agreed that the Company may send or supply documents or information by means of its website. However, where shareholders are provided with documents by means of the Company's website, they will be notified by the Company whenever a relevant document has been made available on that website.

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully,

Arthur Leonard Robert Morton
Chairman

Inspection of documents

The following documents will be available for inspection during normal business hours at the registered office of the Company on any weekday (Saturday, Sunday and public holidays excluded) from the date of this notice until the time of the AGM and will also be available for inspection at the place of the AGM from 15 minutes before the AGM until it ends:

- *Copies of the executive directors' service contracts;*
- *Copies of letters of appointment of the non-executive directors; and*
- *A copy of the proposed new articles of association of the Company, and a copy of the existing articles of association marked to show the changes being proposed in resolution 7.*

PART II

WFCA plc

(Registered in England and Wales No. 3754672)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of WFCA plc (the "Company") will be held at Vale House, Clarence Road, Tunbridge Wells, Kent TN1 1HH on 3rd December 2009 at 12.00pm. You will be asked to consider and pass the resolutions below. Resolutions 6 to 8 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

ORDINARY BUSINESS

- 1 To receive the company's annual accounts for the financial year ended 30 June 2009 together with the directors' report and the auditors' report on those accounts.
- 2 To re-elect Arthur Leonard Robert Morton, who retires by rotation pursuant to the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
- 3 To re-elect Robert Hamer, who was appointed during the year and retires in accordance with the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
- 4 To re-appoint Brebners Limited as auditors of the Company and to authorise the directors to fix their remuneration.

SPECIAL BUSINESS

- 5 To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

THAT, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 Companies Act 2006 (the "**Act**"):

- (a) to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company (such shares and rights being together referred to as "**Relevant Securities**") up to an aggregate nominal value of £1,772,391 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company); and further
- (b) to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal value of £1,772,391 in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate

to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory,

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

- 6 To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

THAT, subject to and conditional upon the passing of the resolution numbered 5 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by resolution 5 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £664,647, representing approximately 25% of the current share capital of the Company,

and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

- 7 To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution: THAT,

- (a) the articles of association of the Company be amended by deleting all the provisions of the Company's memorandum of association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's articles of association; and

- (b) the articles of association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

8 To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

THAT, for the purposes of section 701 Companies Act 2006, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) Companies Act 2006) of ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") provided that:

- (a) the maximum number of Ordinary Shares which may be purchased is 26,585,861 (representing 10% of the Company's issued share capital);
- (b) the minimum price which may be paid for each Ordinary Share is £0.01;
- (c) the maximum price which may be paid for each Ordinary Share is an amount equal to 105% of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the 5 business days immediately preceding the day on which the Ordinary Share in question is purchased;
- (d) unless previously revoked or varied, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company to be held in 2010 or, if earlier, on the date which is 12 months after the date of the passing of this resolution; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which contract or contracts will or maybe executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts.

BY ORDER OF THE BOARD
Steve Latter
Company Secretary

Dated: 6 November 2009

REGISTERED OFFICE:
Vale House
Clarence Road
Tunbridge Wells
Kent TN1 1HH

Notes

- 1 A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company.
- 2 A proxy may only be appointed using the procedures set out in these notes and the notes to the proxy form. To appoint a proxy, a member may complete, sign and date the enclosed proxy form and deposit it at the office of the Company's Registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by 12.00pm on 1st December 2009. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be enclosed with the proxy form.

- 3 In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the registered office of the Company at least six hours before the meeting.
- 4 Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the registered office of the Company prior to the commencement of the meeting.
- 5 The right to vote at the meeting shall be determined by reference to the register of members of the Company. Only those persons whose names are entered on the register of members of the Company at 6.00pm on 1st December 2009 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.

PART III

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 5 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 6 to 8 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Approval of the annual report and accounts

The Company is required to present its report and accounts to shareholders at its AGM. This provides an opportunity to discuss the performance of the Company during the year, its management and prospects for the future.

Resolutions 2 to 3: Election and re-election of directors

The Company's articles of association require one-third of the Board to retire and seek re-election at each AGM. As a consequence, Arthur Leonard Robert Morton retires by rotation and being eligible, the Board proposes his re-election as a director of the Company.

The Company's articles of association also require that any director appointed by the Board shall retire and seek election by shareholders at the first AGM following their appointment. Robert Hamer was appointed to the Board with effect from 1 July 2009.

Resolution 4: Auditors reappointment and remuneration

It is a requirement that the Company's auditor must be reappointed at each general meeting at which financial statements are laid, in effect, at each AGM. After considering relevant information, the Audit Committee recommended to the Board the reappointment of Brebners Limited. The resolution proposes Brebners Limited's reappointment and to authorise the directors to determine their remuneration.

Resolution 5: Directors' power to allot relevant securities

Under section 551 of the Act, relevant securities may only be issued with the consent of the shareholders, unless the shareholders pass a resolution generally authorising the directors to issue shares without further reference to the shareholders. This resolution authorises the general issue of shares up to an aggregate nominal value of £1,772,391, which is equal to two-thirds of the nominal value of the current share capital of the Company. Such authority will expire at the conclusion of the next AGM of the Company or the date which is 6 months after the next accounting reference date of the Company (whichever is the earlier).

Resolution 6: Disapplication of pre-emption rights on equity issues for cash

Section 561 of the Act requires that a company issuing shares for cash must first offer them to existing shareholders following a statutory procedure which, in the case of a rights issue, may prove to be both costly and cumbersome. This resolution excludes that statutory procedure as far as rights issues are concerned. It also enables the directors to allot shares up to an aggregate nominal value of £664,647, which will be equal to 25% of the nominal value of the current share capital of the Company, assuming resolution 5 being passed. The directors believe that the powers provided by this resolution will maintain a desirable degree of flexibility. Unless previously revoked

or varied, the disapplication will expire on the conclusion of the next AGM of the Company or on the date which is 6 months after the next accounting reference date of the Company (whichever is the earlier).

Resolution 7: Adoption of new articles of association

It is proposed in resolution 7 to adopt new articles of association (the "**New Articles**") in order to update the Company's current articles of association (the "**Current Articles**") primarily to take account of the implementation on 1 October 2009 of the remaining parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in Part IV. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 or conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills have not been noted in Part IV. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 3 of this document.

Resolution 8: Purchase of own shares

This resolution seeks authority for the Company to buy its own shares. This resolution will renew the authority given at the last AGM, and would be limited to £265,859, representing approximately 10% of the Company's issued share capital, at the latest practicable date prior to the publication of the notice of AGM.

In some circumstances, companies may find it advantageous to use surplus funds to purchase their own shares in the market. This can lead to increases in future earnings on those shares not purchased. The directors confirm that they will only purchase shares where they believe the effect would be in the best interests of shareholders.

PART IV
EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES
OF ASSOCIATION

1 The Company's objects

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause (which sets out the scope of the activities the Company is authorised to undertake) and all other provisions which are currently contained in a company's memorandum, are deemed to be contained in the company's articles of association but the company can remove these provisions by special resolution.

Further, the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are to be treated as forming part of the Company's articles of association as of 1 October 2009. The New Articles will however include a statement that the Company's objects are unrestricted. Resolution 7(a) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

2 Articles which duplicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be amended to bring them into line with the Companies Act 2006.

3 Change of name

Under the Companies Act 2006 a company will be able to change its name by means provided for by its articles (as opposed to previously, when a company was only able to change its name by special resolution). To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

4 Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can allot because an allotment authority from the Company's shareholders continues to be required under the Companies Act 2006, save in respect of certain types of employee share schemes.

5 Redeemable shares

Previously, if a company wished to issue redeemable shares, it must have included in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

6 Use of seals

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

7 Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

8 Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Innovation and Skills.

9 General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Innovation and Skills. Also, statutory references have been amended to bring them into line with the Companies Act 2006, where references previously referred to Companies Act 1985.