

THIS DOCUMENT IS IMPORTANT and requires your immediate attention. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

Brulines Group plc
Notice of Annual General Meeting
to be held at
9.00 a.m. on 15 July 2010

at Grant Thornton UK LLP
No 1 Whitehall Riverside
Whitehall Road
Leeds LS1 4BN

If you have sold or transferred all of your registered holding of ordinary shares in the company please pass this document and accompanying form of proxy to the stockbroker, bank manager or other agent through whom the sale was effected for transmission to the purchaser or transferee.

LETTER FROM THE CHAIRMAN

BRULINES GROUP plc

(Incorporated in England and Wales with registered number 05345684)

Directors:

J. H. Newman (Non-Executive Chairman)
J. W. Dickson (Chief Executive)
M H. Foster (Finance Director)
S.W. Darling (Commercial Director)
D. J. Noble (Operations Director)
S. C. Gilliland (Non-Executive Director)

Registered Office:

One Surtees Way
Surtees Business Park
Stockton-on-Tees
TS18 3HR

8 June 2010

Dear Shareholder,

I am pleased to enclose with this letter notice of the 2010 Annual General Meeting (AGM) of Brulines Group plc which will be held at the offices of Grant Thornton UK LLP, No 1 Whitehall Riverside, Whitehall Road, Leeds, LS1 4BN at 9.00 a.m. on 15 July 2010 (the Notice). The Notice appears at the end of this letter.

The detailed business to be considered at the AGM is set out in the Notice.

Ordinary Business

The ordinary business of the AGM consists of five Ordinary Resolutions (requiring a simple majority of votes to be cast at the meeting to be passed) which relate to receiving and adopting the Company's annual accounts for the financial year ending 31 March 2010, the declaration of a final dividend, the reappointment of directors retiring by rotation and the reappointment of Grant Thornton UK LLP as the Company's auditors.

Special Business

Resolutions 6 to 9 constitute special business. Resolution 6 is proposed as an Ordinary Resolution and resolutions 7, 8 and 9 as Special Resolutions (which require a 75% majority of votes cast at the meeting to be passed).

As in previous years shareholders authority is sought to enable the directors to continue to exercise their existing powers to allot unissued shares (resolution 6) and to continue to exercise the power to allot unissued shares for cash otherwise than to existing shareholders pro rata to their respective holdings (resolution 7).

Shareholders authority is also sought to renew the special resolution passed at the Annual General Meeting of the Company held on 9 July 2009 to enable market purchases of the Company's ordinary shares to be made within the parameters set out in resolution 8.

Resolution 9 is a special resolution to adopt new articles of association (the New Articles) primarily in order to take account of the final implementation of the Companies Act 2006. The principal changes introduced in the New Articles are summarised in the appendix on page 6 of this document.

Recommendation

The Board considers that the proposals described in this letter and the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders and would promote the success of the Company for the benefit of its shareholders as a whole. Accordingly the directors recommend that you vote in favour of the resolutions as they intend to do in relation to their own holdings of ordinary shares.

Whether or not you will be attending the AGM, I would urge you to complete, sign and return the form of proxy enclosed with this letter or, alternatively, if you are a CREST member register your proxy electronically in accordance with the instructions in this notice and on the proxy form.

Yours sincerely,



James Newman
Chairman

Notice of Meeting

Notice is given that the annual general meeting of Brulines Group plc (the Company) will be held at the offices of Grant Thornton UK LLP, No 1 Whitehall Riverside, Whitehall Road, Leeds, West Yorkshire, LS1 4BN on 15 July 2010 at 9.00am for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ended 31 March 2010 together with the directors and auditors reports on those accounts.
2. To declare a final dividend for the year ended 31 March 2010 of 2.24p per share payable on 22 July 2010 to ordinary shareholders on the register of members at the close of business on 18 June 2010.
3. To reappoint James Dickson who retires by rotation as a director of the Company.
4. To reappoint Duncan Noble who retires by rotation as a director of the Company.
5. To reappoint Grant Thornton UK LLP as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company at a remuneration to be determined by the directors.

Special Business

To consider and, if thought fit, to pass the following resolutions, of which resolution 6 will be proposed as an ordinary resolution and resolutions 7, 8 and 9 will be proposed as special resolutions:

6. That:
 - (a) the directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 (the Act), in substitution for all existing authorities to the extent unused, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £933,471;
 - (b) the directors be generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £1,869,745 (such amount to be reduced by the nominal amount of any shares allotted under paragraph (a)) in connection with an offer by way of a rights issue:
 - (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or 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, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange

Provided that such authorities shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the next annual general meeting or, if earlier, on 15 July 2011 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to be granted after such expiry and the directors may allot shares or grant rights in pursuance of such offer or agreement as if the authority conferred by this resolution has expired.

7. That the directors be given the general power to allot equity securities (as defined by section 560 of the Act) for cash, either pursuant to the authority conferred by resolution 6 or by way of a sale of treasury shares, as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities:

- (i) in connection with a rights issue, open offer of securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings and to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary, but in each case subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (ii) (otherwise than pursuant to paragraph (i) of this resolution 7) to any person or persons up to an aggregate nominal amount of £280,321,

and shall expire at the conclusion of the next annual general meeting or, if earlier, on 15 July 2011 (unless renewed, varied or revoked by the Company prior to or on such date) 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

8. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 2,803,216 representing 10% of the Company's issued ordinary share capital at the date of this notice;
- (b) the minimum price, exclusive of any expenses, which may be paid for an ordinary share is 10 pence;
- (c) the maximum price, exclusive of any expenses, which may be paid for any such share is an amount equal to 105% of the average of the middle market quotations for an ordinary share taken from the London Stock Exchange AIM All-Share List for the five business days immediately preceding the date on which such share is contracted to be purchased;
- (d) the authority hereby conferred shall expire on the earlier of 15 July 2011 or the close of the next annual general meeting of the Company; and
- (e) the Company may make a contract for the purchase of ordinary shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of ordinary shares in pursuance of such a contract as if such authority had not expired.

9. That:

- (i) the articles of association of the Company be amended by deleting all of the provisions of the Company's memorandum of association which, by virtue of Section 28 of the Act, are treated as provisions of the Company's Articles of Association; and
- (ii) 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.

BY ORDER OF THE BOARD

Company Secretary: Mark Foster

Date: 8 June 2010

Registered office: One Surtees Way
Surtees Business Park
Stockton-on-Tees
TS18 3HR

Notes:

1. A form of proxy is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the Annual General Meeting (AGM). Appointment of a proxy does not preclude a shareholder from attending the AGM and voting in person.
2. A member entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notari ally) must be returned by one of the following methods:

in hard copy form by post or (during normal business hours only) by courier or by hand to the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;

in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below

and in each case must be received by the Company not less than 48 hours before the time of the meeting.

3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof 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 voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take that appropriate action on their behalf.

In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to 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 the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore 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(s), to procure that his or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

4. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertified Securities Regulations 2001.
5. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 6:00 p.m. on 13 July 2010 (or, in the event of any adjournment at 6:00 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
6. A copy of the Company's existing articles of association and a copy of the articles of association marked up to show the differences from the existing documents will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) from the date of this Notice until the date of the AGM and will be available for inspection at the place of the AGM for at least 15 minutes prior to and during the meeting.

APPENDIX 1

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY S ARTICLES OF ASSOCIATION

1. **Articles which duplicate statutory provisions**

Provisions in the current Articles of Association (the Current Articles) which replicate provisions contained in the Companies Act 2006 (the Act) are in some circumstances to be removed in the new Articles of Association (the New Articles) or amended to bring them into line with the Act. The main changes made to reflect this approach are detailed below. Other changes, which are of a minor technical or clarifying nature, or conform the language of the New Articles to the Act, have not been noted.

2. **The Company s objects**

The provisions regulating the operations of the Company are currently set out in the Company s Memorandum of Association and the Current Articles. The Company s Memorandum of Association contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Act significantly reduces the constitutional significance of a company s memorandum of association. The Act provides that a memorandum of association will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Act the objects clause and all other provisions which are currently contained in a company s memorandum of association, for existing companies at 1 October 2009, will be deemed to be contained in a company s articles of association but the company can remove these provisions by special resolution.

Further the Act states that unless a company s articles of association 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 of Association which, by virtue of the Act, are to be treated as forming part of the Company s Current Articles from 1 October 2009. 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.

3. **Articles which duplicate statutory provisions**

Provisions in the Current Articles which replicate provisions contained in the 2006 Act have in the main been removed. This is in line with the approach advocated by the UK Government that statutory provisions should not be duplicated in a company s constitution.

4. **Form of resolution**

The Current Articles contain provisions relating to extraordinary resolutions. However, under the Act, the concept of an extraordinary resolution has not been retained. References to extraordinary resolutions have been replaced by references to special resolutions in the New Articles.

5. **Authorised share capital and unissued shares**

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. The number of shares directors can allot remains restricted as allotment authority continues to be required under the Act, except in respect of employee share schemes.

6. Authority to purchase own shares, consolidate and sub-divide shares, and reduces share capital

Under the Companies Act 1985 a company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

7. Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the Act 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 set out in secondary legislation (the Model Articles).

9. Removal of Chairman s casting vote

The New Articles remove the provision giving the Chairman a casting vote in the event of equality of voting at general meetings as this is no longer permitted under the Act.

10. 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. Previously the requirement was for signature by either two directors or by both a director and the secretary or such other person or persons as the directors may approve.

11. General

In some areas, the opportunity has been taken to conform the language of the New Articles with that used in the Model Articles, including the provisions relating to uncertificated shares, liens, calls on shares, forfeiture, transmission of shares and disclosure of interests.

