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 independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Lupus Capital plc (the "Company"), please hand this document and the accompanying form of proxy to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Lupus Capital plc

(Incorporated and registered in England and Wales with company number 02806007)

Notice of General Meeting
and
Letter from the Chairman

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 2 to 6 of this document.

Notice of a General Meeting of the Company to be held at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH at 1.00 p.m. on 30 November 2010 is set out at the end of this document.

Shareholders will find enclosed with this document a form of proxy for use in connection with the General Meeting. **To be valid, the form of proxy should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company's registrars, Capita Registrars, by no later than 1.00 p.m. on 26 November 2010. The form of proxy can be delivered by post or by hand to Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU (or by using the reply paid envelope enclosed).** Completion and return of a form of proxy will not preclude shareholders from attending and voting at the General Meeting should they choose to do so. Further instructions relating to the form of proxy are set out in the Notice of General Meeting.

CREST members who wish to appoint a proxy or proxies for the General Meeting and any adjournment thereof through the CREST electronic proxy appointment service should refer to the Notice of General Meeting and to the CREST Manual.

PART 1

LETTER FROM THE CHAIRMAN

LUPUS CAPITAL

Lupus Capital plc

(Incorporated and registered in England and Wales with company number 02806007)

Directors:	*Registered office:*
Jamie Pike *(Non Executive Chairman)*	Crusader House
Louis Eperjesi *(Chief Executive Officer)*	145-157 St John Street
James Brotherton *(Chief Financial Officer)*	London EC1V 4RU
Les Tench *(Non Executive Director)*	
Martin Towers *(Non Executive Director)*	

10 November 2010

Dear shareholder,

Notice of General Meeting

I am pleased to write to you with details of a General Meeting which we are holding at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH on 30 November 2010 at 1.00 p.m.

The formal notice of the General Meeting is set out on page 11 of this circular. If you would like to vote on the resolutions but cannot attend the General Meeting, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it by 1.00 p.m. on 26 November 2010.

An explanation of each of the resolutions being proposed at the General Meeting is set out below.

Background to Resolutions

Following a number of changes to the Board of Directors of the Company (the "**Board**"), the Remuneration Committee (the "**Committee**") has undertaken a review of senior executive remuneration arrangements, in conjunction with its independent adviser, Kepler Associates, to ensure remuneration arrangements align executive interests with those of shareholders, reinforce the Company's strategy and motivate and retain key individuals. As a result of the review and following consultation with the Company's principal shareholders (major shareholders holding approximately 60 per cent. of the Company's issued share capital) and shareholder representative bodies, the Board proposes the introduction of the Long Term Incentive Plan (the "**LTIP**").

The Committee believes that the proposed LTIP, together with other components of pay (outlined below), would position the fair value of total remuneration for executive directors (the "**Executive Directors**") around the median relative to companies of similar size and sector.

Summary of Executive Directors' service contracts

Under the terms of a service contract entered into on 20 July 2010, Louis Eperjesi is entitled to remuneration of £300,000 per annum which comprises a base salary of £250,000 per annum and a cash allowance in lieu of pension and benefits of £50,000 per annum. Mr Eperjesi is also eligible to participate in annual bonus arrangements and any long-term incentive scheme and is eligible for life assurance, membership of a private medical expenses arrangement and permanent health insurance cover. Mr Eperjesi's service contract is terminable on 12 months' notice to or from the Company.

Under the terms of a service contract entered into on 20 July 2010, James Brotherton is entitled to remuneration of £200,000 per annum which comprises a base salary of £190,000 per annum and a cash allowance in lieu of pension and benefits of £10,000 per annum. Mr Brotherton is also eligible to participate in annual bonus arrangements and any long-term incentive scheme and is eligible for life assurance, membership of a private medical expenses arrangement and permanent health insurance cover. Mr Brotherton's service contract is terminable on 12 months' notice to or from the Company.

For both directors, contractual termination provisions are limited to salary and benefits over the notice period. Payments are phased monthly and subject to mitigation, in line with best practice.

2010 Annual Bonus Framework

The Committee has introduced the following annual bonus framework for Executive Directors for 2010:

- Target and maximum annual bonus opportunities of 50 per cent. and 100 per cent. (respectively) of base salary, 70 per cent. based on the underlying group profit before tax and 30 per cent. based on free cashflow; and
- 50 per cent. of bonus amounts will be converted into ordinary shares in the capital of the Company ("**Shares**"), release of which will be deferred for three years.

The Committee intends to adopt a new Deferred Share Bonus Plan to facilitate this new bonus structure. Further information on this plan can be found below.

Long Term Incentive Plan

In order to align executive interests further with shareholders, the Committee proposes the introduction of the LTIP for executives and key employees of the Company and its subsidiaries (the "**Group**"). The main terms of the LTIP are summarised in Appendix 1 to this letter. Awards made under the LTIP will generally be made in the period following the announcement of the Company's full-year results.

The LTIP provides for the grant of: (i) performance shares (or nil-cost options); and/or (ii) fair-market value options, vesting on the satisfaction of stretching performance criteria over 3 years (subject to individual and overall limits). The Committee currently intends that long-term incentive awards will be in the form of performance shares; however, the Committee wishes to retain the flexibility to consider fair-market value options for future cycles as it is mindful that options remain prevalent in some of the geographies (e.g. the US) in which the Company competes for senior executive management.

Subject to shareholder approval of the LTIP, it is intended that the Committee will make awards under the LTIP during the summer of 2011 (the "**2011 Award**"), following the announcement of the 2010 full-year results. In addition, in recognition of the fact that there have been no long term incentive arrangements in place during 2010, and to enable a smooth transition to annual rolling 3-year LTIP cycles, the Committee is proposing to grant initial transition awards under the LTIP to the Executive Directors and other key employees shortly after the General Meeting (the "**2010 Award**").

Performance criteria

The vesting of LTIP awards will be subject to stretching performance criteria set by the Committee at the start of each performance period. Proposed 2010 Awards and 2011 Awards will vest, together with dividend equivalents (in cash or Shares), based on 3-year cumulative underlying earnings per Share ("**EPS**") for financial years 2011 to 2013.

The Committee adopts a robust process to setting what it feels are stretching, but achievable, annual and long-term incentive performance targets. Performance targets are calibrated to be equivalent to at least 'upper quartile' performance for awards to vest in full and take account of a number of reference points which reflect internal and external expectations, including: the latest internal forecasts, broker forecasts for sector comparators, EPS performance zones used in comparator long-term incentives, straight-line profit growth consistent with median and upper quartile returns over the next 3 to 5 years and broker forecast data for the Company.

The Committee proposes underlying EPS as the performance measure to determine vesting of 2010 and 2011 LTIP awards as it believes underlying EPS is well-aligned with shareholder interests, provides good line-of-sight and is well-understood. The Committee is committed to reviewing the possibility of introducing additional performance measures such as total shareholder return ("**TSR**") cashflow (as well as the continuing appropriateness of underlying EPS) in advance of each LTIP cycle. The Committee believes TSR lacks robustness at this time, given the relative volatility in the Company's share price in recent months, and that any additional internal measure would add complexity without providing greater alignment with shareholders.

Additionally, for awards to vest on underlying EPS, the Committee must satisfy itself that the recorded underlying EPS is a genuine reflection of the underlying business performance of the Company over the performance period.

The Committee will retain discretion to adjust the targets in the event of any material acquisitions and other corporate events, in order to maintain the same level of difficulty and to ensure the proposals support the ongoing strategy.

Performance criteria: 2010 Awards

The Committee proposes a 3-year cumulative underlying EPS 2011-13 performance zone of 38p to 47p for vesting of 2010 Awards which takes into account the slightly improved prospects for the Group for 2010 and beyond as indicated by the interim 2010 results. In summary, if over the 3 financial years 2011 to 2013, cumulative underlying EPS is less than or equal to 38p, no 2010 Awards will vest; 25 per cent. of 2010 Awards will vest for cumulative underlying EPS of 38p, rising on a straight-line basis to full vesting for cumulative underlying EPS of 47p or higher.

Performance criteria: 2011 Awards

The Committee proposes to grant 2011 LTIP awards during the summer of 2011 as it believes phasing vesting by approximately 6 months will help reinforce the retention of key management during the transition to rolling 3-year LTIP cycles. Proposed 2011 Awards will also vest on cumulative 3-year underlying EPS for financial years 2011 to 2013. The Committee will review and revert to its principal shareholders with the EPS targets for proposed 2011 Awards in advance of the proposed grant during the summer of 2011.

Dilution Limit

Generally, it is the intention that LTIP awards will be satisfied through the transfer of existing Shares unless the Committee, in its discretion, feels that a new issue of Shares would be more appropriate. In the event that LTIP awards are satisfied through new issue Shares, the Company proposes to operate within the Association of British Insurers' ("**ABI**") guideline dilution limit of 10 per cent. in 10 years for all share-based incentive schemes (excluding awards to the former executive chairman granted in 2004 and 2008). Expected dilution does not exceed the 10 per cent. dilution limit, even if the awards made to the former executive chairman are taken into account.

The Committee would like to have the flexibility to operate outside the ABI guideline of 5 per cent. in 10 years dilution limit for discretionary share-based incentive schemes to accommodate proposed LTIP awards for a broader employee population. In managing dilution, the Company will nevertheless be mindful of the 5 per cent. in 10 years guideline and will be prudent in managing the flow rates, keeping shareholders informed of actual and anticipated dilution levels over time.

Subject to shareholder approval, it is anticipated that initial LTIP awards will be granted to approximately 50 executives across the Group. The Company intends to limit the initial annual flow rate for performance share awards to approximately 1 per cent. of share capital per annum (higher in the first 12 months to accommodate the proposed 2010 Awards and 2011 Awards). If such awards were over new issue Shares, expected dilution would be approximately 4 per cent. over 10 years. The Committee intends to revisit the possibility of introducing an all-employee plan in the future. The Committee understands that this would count towards the overall 10 per cent. in 10 years dilution limit.

Proposed awards to Executive Directors

The number of Shares proposed to be awarded to the Executive Directors under the LTIP, for both the 2010 Awards and 2011 Awards are as follows:

	2010 Awards	*2011 Awards*
Louis Eperjesi	200,000	200,000
James Brotherton	150,000	150,000

The Committee proposes that the 2010 Awards and 2011 Awards are granted over a fixed number of Shares to mitigate the impact of share price volatility and strengthen alignment of executive interests with those of shareholders (as participants will not be rewarded for a falling share price or *vice versa*) over the period to grant. The Committee intends to adopt the more usual methodology of granting LTIP awards by reference to a percentage of base salary from 2012 onwards and accordingly from 2012, LTIP awards of performance shares or nil-cost options will be restricted to a maximum of 100 per cent. of base salary. At the time of approval of these proposals by the Committee on 1 November 2010, the proposed 2010 Awards and 2011 Awards to Executive Directors were equivalent to approximately 85 per cent. of base salary in terms of face value. This compares to approximately 65 per cent. of base salary at the time the proposals were discussed with principal shareholders during the summer of 2010, when the share price was approximately 80p.

From 2012, the Committee intends to adopt a share price averaging period of 30 days prior to the date of grant in determining the individual limit for LTIP grants.

Resolution number 1 in the Notice of General Meeting seeks your approval to the establishment of the LTIP.

Adoption of Deferred Share Bonus Plan

As set out above, as part of the process of aligning executive and shareholder interests, the Committee has approved a Deferred Share Bonus Plan (the "**Deferred Plan**"). Under the Deferred Plan, 50 per cent. of Executive Director bonuses that would otherwise have been payable will be delivered in the form of either conditional share awards or nil-cost options, to strengthen alignment with shareholders' interests. These awards will normally vest (together with dividend equivalents in cash or Shares) at the end of a 3-year period, subject to the Executive Director not being dismissed for reasons that constitute gross misconduct. Other key employees may be required to defer a proportion of their bonuses pursuant to the Deferred Plan.

Employees' Trust

The Committee is in the process of establishing The Lupus Employees' Benefit Trust (the "**Trust**") which will have an independent professional trustee based in Jersey. The intention is that, where appropriate, the Shares to be delivered under the LTIP and the Deferred Plan will be sourced by market purchase through the Trust.

Shareholding Guidelines

The Committee has also adopted shareholding guidelines for Executive Directors. Executive Directors will be expected to retain at least half of the Shares vesting (net of taxes) under the Deferred Plan or the LTIP until such time as a total personal shareholding equivalent to 100 per cent. of base salary has been achieved.

As at the date of publication of this Circular, the Executive Directors had the following interests in the ordinary share capital of the Company:

	Number	*Percentage of Base Salary**
Louis Eperjesi	145,000	59.16%
James Brotherton	149,191	80.09%

* Based on the closing share price of Lupus Capital plc of 102p on 8 November 2010, the latest practicable date prior to the publication of this document.

Overseas Participants

The Group operates in a number of jurisdictions outside the UK and it is intended that LTIP awards should be able to be made, where appropriate, to key overseas employees.

Resolution number 2 in the Notice of General Meeting seeks your authority to amend the LTIP, or establish further share plans based on the LTIP, but modified to take account of the local tax and legal position, provided that awards under any such plans are treated as counting against the limits on individual and overall participation in the LTIP.

Documents Available for Inspection

Copies of the draft rules of the LTIP, the rules of the Deferred Plan and the Executive Directors' service contracts will be available for inspection at the registered office of the Company and also at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH at any time during normal business hours on weekdays (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the close of the General Meeting and will also be available for inspection at the place of the General Meeting for at least 15 minutes prior to the General Meeting and throughout the General Meeting.

Action to be taken

Shareholders will find enclosed a form of proxy for use in connection with the General Meeting. Whether or not shareholders intend to be present at the General Meeting, they are requested to complete the form of proxy in accordance with the instructions printed thereon and return it so as to be received by Capita Registrars, PXS, 34 Beckenham Road, Kent BR3 4TU, as soon as possible, but in any event, in order to be valid, by no later than **1.00 p.m. on 26 November 2010.** Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the General Meeting, should the shareholder so wish.

Recommendation

The Directors consider that the proposals described in the Circular are in the best interests of the Company and its shareholders as a whole and recommend that you vote in favour of the proposed resolutions at the General Meeting, as the Non Executive Directors intend to do in respect of their own beneficial holdings. As proposed participants in the LTIP, the Executive Directors intend to abstain from voting in relation to their own shareholdings.

Yours sincerely

Jamie Pike

Jamie Pike
Non Executive Chairman

APPENDIX 1

SUMMARY OF THE MAIN PROVISIONS OF THE LUPUS CAPITAL LONG TERM INCENTIVE PLAN (THE "LTIP")

1. The LTIP

The LTIP will enable selected employees to be granted awards in respect of ordinary shares in the capital of the Company ("**Shares**"). Awards may be granted in the form of:

- nil-cost options to acquire Shares;
- conditional rights to receive Shares; and
- market value options to acquire Shares.

Awards will not normally vest until after the end of the period of three years beginning with the award date (the "**Award Period**") and then only if and insofar as targets relating to the performance of the Company over a specified period (the "**Performance Period**") have been met. The operation of the LTIP will be overseen by the Remuneration Committee of the Directors (the "**Committee**") which consists entirely of Non Executive Directors. Benefits under the LTIP will not be pensionable.

2. Eligibility

A participant must be an employee of the Company or of any of its subsidiaries (the "**Group**"). Actual participation in the LTIP will be at the discretion of the Committee.

In deciding whether or not an individual is eligible to participate in the LTIP in any year and, if so, to what extent, the Committee may take into account the extent to which the individual has complied with any shareholding guidelines applicable to him.

3. Individual Limits

Awards made to an individual under the LTIP shall be limited in any given financial year to:

(a) conditional awards (or nil-cost options) up to a maximum of 100 per cent. of the employee's annual salary; or

(b) market value options up to a maximum of 200 per cent. of the employee's annual salary; or

(c) a combination of conditional awards (or nil-cost options) and market value options provided that the total Fair Value (as defined in the LTIP) of those awards does not exceed a cap equivalent to the fair value of a conditional award (or nil-cost option) over Shares worth 100 per cent. of the employee's annual salary (the "**Overall Limit**").

The Committee may use its discretion in exceptional circumstances to allow individuals to be granted awards in excess of the limit at paragraph (c) above provided their aggregate fair value does not exceed 150 per cent. of the Overall Limit at paragraph (c) above.

The individual limits referred to above shall not apply to the 2010 Awards or the 2011 Awards described in the Chairman's Letter. Notwithstanding this, at the time of approval of these proposals by the Committee on 1 November 2010, the proposed 2010 Awards and 2011 Awards were within the individual limits.

4. Grant of Share Awards

2010 Awards may be made in the 42 day period beginning with shareholder approval of the LTIP. 2011 Awards are intended to be granted during the summer of 2011 to help reinforce the retention of key management during the transition to annual 3-year rolling LTIP cycles.

Following this, awards may only be granted during the period of six weeks beginning with the dealing day following the announcement of the Company's results for any period, or within 28 days of a person first joining the Group or, exceptionally, and subject to the provisions of the AIM Rules for Companies and the Company's dealing code and other relevant restrictions on dealings in Shares, on any other day on which the Committee determines that exceptional circumstances exist.

No awards may be made more than ten years after the date on which shareholders approve the LTIP. No payment will be required for the grant of an award.

Awards are not transferable and may only be exercised by the persons to whom they were granted or their personal representatives.

5. Dilution Limit

Generally, it is the intention that awards will be satisfied through the transfer of existing Shares unless the Committee, in its discretion, feels that a new issue of Shares would be more appropriate.

In the event that awards are satisfied through new issue Shares, the following limit will apply. The number of Shares issued or in respect of which rights to subscribe may be granted pursuant to the LTIP and the Company's other executive and employee share schemes in any rolling period of 10 years, will not exceed 10 per cent. of the ordinary share capital of the Company in issue from time to time.

The 4,753,926 new issue Shares (as adjusted for the 1 for 10 share consolidation that took place on 11 December 2007) granted to the Lupus Employee Share Ownership Trust on 26 March 2004 in order to satisfy (the now fully vested) awards to the former executive chairman shall not be taken into account in calculating the dilution limit referred to above, nor shall any Shares which may be issued if, and to the extent that, the option (over 2,000,000 Shares) awarded to the former executive chairman in 2008 is subsequently exercised.

6. Vesting or Release of Awards

The vesting or release of awards will normally be subject to the attainment of targets, relating to the performance of the Company over a Performance Period of at least three financial years, set by the Committee at the time the awards are made. Once set, performance targets may be varied by the Committee, but only if the Committee reasonably considers it to be necessary to ensure that the effectiveness of the award as an incentive is not undermined.

If a participant leaves the Group any unvested portion of his award will normally be forfeited. If the reason for leaving is death, injury, disability, ill-health, redundancy, retirement (by agreement with the Committee), the sale of the employing business or company, or for any other reason which the Committee so determines at its discretion, unvested awards would vest according to performance over the full Performance Period (or over the Performance Period elapsed at the date of leaving if deemed appropriate by the Committee). In addition, LTIP awards would be pro-rated for time based on the proportion of the Performance Period elapsed at the date the participant ceased employment, with Committee discretion to treat otherwise. If the participant leaves for any other reason, awards will typically lapse.

7. Performance Targets: General

The vesting of LTIP awards will be subject to stretching performance criteria set by the Committee at the start of each LTIP cycle and measured over a 3-year Performance Period.

The Committee proposes underlying earnings per share ("**EPS**") for vesting of the 2010 Awards and the 2011 Awards as it believes underlying EPS is well-aligned with shareholder interests, provides good line-of-sight and is well-understood. The Committee is committed to reviewing the possibility of introducing additional performance measures such as total shareholder return ("**TSR**") or cashflow (as well as the continuing appropriateness of underlying EPS) in advance of each LTIP cycle.

The Committee retains discretion to adjust the cumulative EPS targets in the event of any material acquisitions and other corporate events, in order to maintain the same level of difficulty and to ensure the proposals support the ongoing strategy.

8. Performance Targets for 2010 Awards

Proposed 2010 Awards will vest on 3-year cumulative underlying EPS for financial years 2011 to 2013. The Committee proposes a 3-year cumulative underlying EPS 2011 to 2013 performance of 38p to 47p for vesting of 2010 Awards which takes into account the slightly improved prospects for the Group for 2010 and beyond as indicated by the 2010 interim results. In summary, if over the 3 financial years ending 2011 to 2013, cumulative underlying EPS is less than or equal to 38p, no 2010 Awards will vest; 25 per cent. of 2010 Awards will vest for cumulative underlying EPS of 38p, rising on a straight-line basis to full vesting for cumulative underlying EPS of 47p or higher.

9. Performance Targets for 2011 Awards

The Committee proposes to grant 2011 LTIP awards during the summer of 2011 as it believes phasing vesting by approximately 6 months will help reinforce the retention of key management during the transition to rolling 3-year LTIP cycles. Proposed 2011 Awards will also vest based on cumulative 3-year underlying EPS for financial years 2011 to 2013. The Committee has committed to review the EPS targets for the proposed 2011 Awards and revert to its principal shareholders (major shareholders holding in aggregate in excess of 50 per cent. of the Company's issued share capital) in advance of the proposed grant during the summer of 2011.

10. Takeover, Reconstruction and other Corporate Events

In the event of a takeover of the Company, awards shall vest at that time in proportion of such of the award shares as the Committee shall determine, having regard to the proportion of the Performance Period that has elapsed and the extent to which the Committee deems the performance target to be satisfied, with Committee discretion to determine otherwise.

In the event of a reorganisation, reconstruction upon a change of control, amalgamation, demerger or voluntary winding-up of the Company, awards may, if the Committee so determines, vest early in such proportion of the award shares as the Committee may determine. In making its determination, the Committee will take into account the proportion of the Performance Period that has elapsed and the extent to which it deems the performance target to be satisfied, with Committee discretion to determine otherwise.

11. Dividends on Award Shares

A conditional share award or nil-cost option may be granted on terms that may enable the participant to receive an amount equal to the dividends which would have been paid to the participant during the Award Period on such of the award shares as actually vest had the participant been the legal owner of such Shares during that time. This amount may be delivered in Shares or in cash.

A participant to whom a market value option award is made is not entitled to receive a dividend-equivalent amount.

12. Adjustment of Share Awards

If there is a rights or capitalisation issue, sub-division, consolidation, reduction or other variation of the Company's ordinary share capital, or demerger or payment of a special dividend which would otherwise materially affect the value of an award, the Committee may adjust the number of Shares subject to awards and the exercise price of market value options.

13. Rights Attaching to Shares

Shares allotted or transferred under the LTIP will rank alongside Shares of the same class then in issue. The Company will apply to the London Stock Exchange for any newly issued Shares to be admitted to trading.

14. Amendment

The Committee may amend the LTIP. However, the provisions governing eligibility requirements, equity dilution, individual participation limits, the basis for determining the rights of participants to acquire Shares and the adjustments that may be made following a rights issue or any other variation of capital cannot be altered to the advantage of existing or new participants without the prior approval of the Company's shareholders in general meeting. There is an exception for minor amendments to benefit the administration of the LTIP, to take account of a change in legislation or developments in the law affecting the LTIP or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the LTIP or for any member of the Group. In addition, no alteration may be made that would materially affect any subsisting rights of any participants without their prior consent.

This summary does not form part of the rules of the LTIP and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right up to the time of the General Meeting to make such amendments and additions to the rules of the LTIP as may be necessary to take account of comments of any relevant authority and otherwise provided that such amendments do not conflict in any material respect with this summary.

NOTICE OF GENERAL MEETING

Lupus Capital plc

(Incorporated and registered in England and Wales with company number 02806007)

NOTICE is hereby given that a General Meeting of Lupus Capital plc (the "**Company**") will be held at 1.00 p.m. on 30 November 2010 at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

Ordinary Resolutions

1. THAT the Directors be and are hereby authorised to establish The Lupus Capital Long Term Incentive Plan (the "**LTIP**"), a copy of the draft rules of which has been produced to the meeting and initialled by the Company's Non Executive Chairman (for the purpose of identification only) and a summary of the main provisions of which is set out in Appendix 1 to the letter to shareholders dated 10 November 2010, and to take such steps as they may consider necessary or desirable to give effect to the LTIP; and
2. THAT the Directors be and are hereby authorised to establish schedules to or further share plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the LTIP.

By Order of the Board

....

Cavendish Administration Limited
Company Secretary

10 November 2010

Registered Office:
Crusader House
145-157 St John Street
London
EC1V 4RU

Notes:

1. A member of the Company entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote on his behalf at the General Meeting. A proxy need not be a member of the Company. A form of proxy which may be used to make such appointment and give proxy voting instructions is enclosed with this Notice. If you do not have a form of proxy and believe you should have one, please contact Capita Registrars on 0871 664 0300 (from within the UK, calls to this number cost 10 pence per minute plus your service provider's network extras) or from outside the UK on +44 (0)20 8639 3399 between 8.30 a.m. and 5.30 p.m. (UK time), Monday to Friday.
2. A member of the Company 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 different shares held by that member. To do so, a separate form of proxy must be completed for each proxy appointed by a member of the Company, indicating the number of shares in respect of which each proxy is authorised to act. Additional forms of proxy can be obtained from Capita Registrars on 0871 664 0300 (from within the UK, calls to this number cost 10 pence per minute plus your service provider's network extras) or from outside the UK on +44 (0)20 8639 3399 between 8.30 a.m. and 5.30 p.m. (UK time), Monday to Friday.
3. To be valid, a form(s) of proxy and any power of attorney or other authority under which it/they is/are signed (or a duly certified copy of such authority) must be lodged by hand or by post with Capita Registrars, PXS, 34 Beckenham Road, Beckenham BR3 4TU (or by using the reply paid envelope enclosed) to arrive no later than 1.00 p.m. on 26 November 2010.
4. In the case of a member of the Company which is a company, forms of proxy must be executed either: (i) under its common seal; or (ii) signed on its behalf by a duly authorised officer, representative or attorney of that company, whose capacity should be stated.

5. Any corporation which is a member of the Company can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) 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 the appropriate action on their behalf.

7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, to be valid, be transmitted so as to be received by the Company's agent, Capita Registrars (CREST ID: RA 10) by the latest time for receipt of proxy appointments specified in this Notice. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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 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 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, the 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.

9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

10. The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction (as described in Notes 7 to 9 above) will not prevent a member of the Company from attending the General Meeting and voting in person if he wishes to.

11. If you submit more than one valid proxy appointment in relation to the same share or shares, the appointment received last before the latest time for the receipt of proxies (as set out in Note 4 above) will take precedence.

12. In the case of joint holdings any one holder may sign the enclosed form of proxy. The vote of the senior joint 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 and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.

13. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of the proportion of votes for and against the Resolution. If no voting indication is given or if you complete the column marked "Discretionary" on the enclosed form of proxy, the proxy may vote or abstain from voting as he or she thinks fit on the specified Resolutions. Unless instructed otherwise, the proxy may also vote or abstain from voting as he or she thinks fit on any other business (including, without limitation, any resolution to amend a Resolution or to adjourn the General Meeting) which may properly come before the General Meeting.

14. To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), members must be registered in the Register of Members of the Company at 6.00 p.m. on 26 November 2010 (or, in the event of any adjournment, 48 hours (disregarding any part of any day that is not a working day) 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.

15. As at 9 November 2010 (being the business day prior to the publication of this Notice) the Company's issued share capital consisted of 137,287,481 ordinary shares of 5 pence each carrying one vote each, of which 7,446,683 were held in treasury. Accordingly, the total voting rights in the Company as at 9 November 2010 were 129,840,798.

16. Copies of the draft rules of the LTIP, the rules of the Deferred Plan and the Executive Directors' service contracts will be available for inspection at the registered office of the Company and also at the offices of Pinsent Masons LLP, CityPoint, One Ropemaker Street, London EC2Y 9AH at any time during normal business hours on weekdays (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the close of the General Meeting and will also be available for inspection at the place of the General Meeting for at least 15 minutes prior to the General Meeting and throughout the General Meeting.