

NOTICE IS HEREBY GIVEN that the forty-eighth Annual General Meeting of Havelock Europa PLC will be held at Mossway, Hillend Industrial Park, Dalgety Bay, Fife, KY11 9JS at midday on 29 September 2011 to transact the following business of which Resolutions 1 to 7 will be proposed as Ordinary Resolutions and Resolutions 8 and 9 will be proposed as Special Resolutions:

1. To receive the directors' report and the financial statements of the Group for the financial year ended 31 December 2010 together with the auditors' report.
2. To re-elect Grant Findlay as a director.
3. To elect Eric Prescott as a director.
4. To elect David MacLellan as a director.
5. To elect Richard Sweetman as a director.
6. That KPMG Audit Plc be and are hereby re-appointed auditors of the Group to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Group at a remuneration set by the directors.
7. That the directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act"), to exercise all the 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 £1,284,402 provided that this authority shall expire on the earlier of 1 October 2012 or the date of the next Annual General Meeting after the passing of this Resolution, save that the Company may before such expiry (or the expiry of any renewal of this authority) make any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the directors may allot shares or grant such rights in pursuance of such offer or agreement as if this authority had not expired, and provided further that this authority shall be in substitution for the authority conferred by a resolution dated 23 June 2010 to the extent unused and shall supersede and revoke any earlier authorities.
8. That, subject to the passing of Resolution 7 proposed at the Annual General Meeting of the Company convened for 29 September 2011, or any adjournment thereof, the directors be and are hereby generally empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of Section 560 of the Act (including the grant of rights to subscribe for, or to convert any securities into, ordinary shares of 10p each in the capital of the Company) for cash (a) by allotting new equity securities pursuant to any authority for the time being in force conferred on them for the purposes of section 551 of the Act, or (b) by way of a sale of treasury shares (within the meaning of section 560 of the Act), as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with or pursuant to a rights issue or any other offer in favour of the holders of equity securities and other persons entitled to participate therein in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares then held by them (or, as appropriate, the number of such securities which such other person are for those purposes deemed to hold), but subject to such exclusions or other arrangements as the directors may think fit in relation to fractional entitlements or to deal with problems under the laws of, or requirements of any recognised body or Stock Exchange in, any territory; and
 - (b) the allotment (other than pursuant to paragraph (a) of this resolution) of equity securities up to an aggregate nominal value of £192,660, and shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution, or 1 October 2012 whichever is earlier, save that the Company may, before such expiry, make any 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.
9. That the Company be and is generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of 10 pence each in the capital of the Company ("Ordinary Shares") provided that:
 - (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 3,853,205 (representing 10 per cent of the Company's issued ordinary share capital);
 - (b) the minimum price which may be paid for such shares is 10 pence per share;
 - (c) the maximum price which may be paid for an Ordinary Share shall not be more than the higher of:
 - I. 5 per cent above the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Share is purchased, and
 - II. the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;
 - (d) unless previously renewed, varied or revoked, the authority conferred shall expire at the conclusion of the Company's next Annual General Meeting or 18 months from the date of passing this resolution, if earlier;
 - (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority conferred prior to the expiry of such authority which will or may be 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; and
 - (f) Any Ordinary Share so purchased shall be cancelled or, if the directors so determine and subject to the provisions of any applicable laws or regulations, held as treasury shares.

On behalf of the Board
Grant Findlay
Secretary
27 June 2011

Registered Office
Swanwick Court
Alfreton
Derbyshire DE55 7AS

Notes:

1. A member entitled to attend and vote at the above meeting may appoint one or more persons as his/her proxy to attend, speak and vote instead of him/her at the meeting. If multiple proxies are appointed they must not be appointed in respect of the same shares. A proxy need not be a member of the Company. A form of proxy is enclosed with this Notice. Completion and return of the form of proxy will not prevent a member from attending the meeting and voting in person if he/she so wishes. A member may instruct their proxy to abstain from voting on any resolution to be considered at the meeting by marking the "vote withheld" option when appointing their proxy. It should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" the resolution. A member present in person or by proxy shall have one vote on a show of hands and on a poll every member present in person or by proxy shall have one vote for every ordinary share of which he is the holder.
2. In order to be valid, forms of proxy for the meeting and the power of attorney or other authority (if any) under which it is executed or a notarially certified copy of such power or authority must be received, not later than 48 hours before the time fixed for the meeting, at the office of the Company's Registrars: Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
3. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for this meeting by following 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.
4. 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 and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. 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, in order to be valid, be transmitted so as to be received by the Company's agent Capita Registrars Limited (CREST Participant ID:RA10) no later than 48 hours before the time appointed for the 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 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 proxy through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear 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, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
5. 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.
6. As at 24 June 2011 (being the last business day prior to the publication of this Notice), the Company's issued share capital amounted to 38,532,050 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 24 June 2011 were 38,532,050 votes.
7. The directors' service contracts and the letters of appointment of the non-executive directors will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the close of the Annual General Meeting at the registered office of the Company and at the offices of Dickson Minto WS, Broadgate House, 20 Primrose Street, London EC2A 2EW and on the date of the Annual General Meeting at Mossway, Dalgety Bay, Fife from 10 am until the conclusion of the meeting.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the register of members of the Company as at 6 pm on 27 September 2011 (or in the event that the meeting is adjourned, only those shareholders registered in the register of members of the Company as at 48 hours before the time of the meeting) shall be entitled to attend or vote at the above meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6pm on 27 September 2011, or in the event that the meeting is adjourned to a later time, on the register of members 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. Any corporation which is a member can appoint one or more corporate representatives. Members can only appoint more than one corporate representative where each corporate representative is appointed to exercise rights attached to different shares. Members cannot appoint more than one corporate representative to exercise the rights attached to the same share(s).
11. Information regarding the Annual General Meeting, and a copy of this notice of Annual General Meeting, is available on www.havelockeuropa.com. Members may not use any electronic address provided in this notice or in any related documents (including the accompanying proxy form) to communicate with the Company for any purpose other than those expressly stated.
12. Any person holding 3% or more of the total voting rights of the Company and who appoints a person other than the Chairman of the Annual General Meeting as his proxy will need to ensure that both he, and his proxy, comply with their respective disclosure obligations under the UK Disclosure and Transparency Rules.