Notice of the twenty-fourth Annual General Meeting of the Company to be held at the Hilton Newcastle Gateshead, Bottle Bank, Gateshead, NE8 2AR on Thursday 27 October 2011 at 11:00 hours is set out in this document. This document is also available at www.go-ahead.com.

Registered in England and Wales with company no. 2100855.

This document is important and requires your immediate attention.

If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant or independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all your shares in The Go-Ahead Group plc, please forward this document, together with the accompanying Form of Proxy to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.
31 August 2011

Dear Shareholder,

Notice of Annual General Meeting

I have pleasure in writing to invite you to the twenty-fourth Annual General Meeting of The Go-Ahead Group plc, to be held at the Hilton Newcastle Gateshead, Bottle Bank, Gateshead, NE8 2AR on Thursday 27 October 2011 at 11:00 hours.

Full details of the meeting and the resolutions that will be put to shareholders are set out in the enclosed Notice of Meeting.

Recommendation

Your Board of Directors considers each of the proposed resolutions contained in the Notice of Meeting to be in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own holdings.

Action to be taken

I would encourage you to use your vote either by attending the meeting in person or by completing and returning the enclosed Form of Proxy. Alternatively, you may wish to take advantage of our Registrar’s secure online voting service (using the identification numbers stated on the enclosed Form of Proxy) which is available at www.sharevote.co.uk. Registering your vote, either electronically or by returning a completed Form of Proxy, does not prevent you from attending and voting in person at the meeting. Forms of Proxy should reach the Company Registrar as soon as possible, but in any event no later than 11:00 hours on Tuesday 25 October 2011.

The Go-Ahead Group Plc Annual Report and Accounts for the year ended 2 July 2011 and a copy of this Notice of Meeting can be viewed on the Company’s website at www.go-ahead.com.

If you elected to receive shareholder correspondence in hard copy form then a copy of the Annual Report and Accounts will accompany this circular. Should you wish to change your election at any time, you can do so by contacting Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. If you would like to register for e-communications, simply visit www.shareview.co.uk.

Thank you for your continuing support of The Go-Ahead Group plc. I look forward to meeting those shareholders who are able to attend the Annual General Meeting on 27 October 2011.

Yours sincerely

Sir Patrick Brown, Chairman
NOTICE OF MEETING

Notice is hereby given that the twenty-fourth Annual General Meeting of The Go-Ahead Group plc (the “Company”) will be held at the Hilton Newcastle Gateshead, Bottle Bank, Gateshead, NE8 2AR on Thursday 27 October 2011 at 11:00 hours for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions and resolutions 14 to 16 (inclusive) will be proposed as special resolutions.

Ordinary Resolutions

1. To receive the reports of the Directors and the financial statements together with the report of the Auditors for the year ended 2 July 2011.
2. To approve the Directors’ Remuneration Report for the year ended 2 July 2011.
3. To declare, as recommended by the Directors, a final dividend of 55.5p per share in respect of the ordinary shares in the Company payable on 18 November 2011 to all ordinary shareholders on the register at the close of business on 4 November 2011.
4. To elect David Brown as an Executive Director.
5. To elect Keith Down as an Executive Director.
6. To re-elect Sir Patrick Brown as a Non-Executive Director.
7. To re-elect Rupert Pennant-Rea as a Non-Executive Director.
8. To re-elect Andrew Allner as a Non-Executive Director.
9. To re-elect Katherine Innes Ker as a Non-Executive Director.
10. To re-appoint Ernst & Young LLP as Auditors of the Company.
11. To authorise the Directors to determine the remuneration of Ernst & Young LLP.
12. That, in accordance with Part 14 of the Companies Act 2006 (the “Act”), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution is effective are hereby authorised to:
   (i) make political donations to political parties and/or to independent election candidates not exceeding £75,000 in total;
   (ii) make political donations to political organisations other than political parties not exceeding £75,000 in total; and
   (iii) incur political expenditure not exceeding £75,000; up to a total aggregate not exceeding £75,000 during the period beginning with the date of the passing of this resolution and ending at the conclusion of the next Annual General Meeting of the Company or, if earlier, 27 January 2013.

For the purposes of this resolution the terms “political donation”, “political parties”, “independent election candidates”, “political organisation” and “political expenditure” have the meanings set out in sections 363 to 365 of the Act.

13. That the Directors be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company (“Rights”):
   (i) up to an aggregate nominal amount of £1,433,458 (such amount to be reduced by the nominal amount allotted or granted under (ii) below in excess of such sum); and
   (ii) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £2,866,916 (such amount to be reduced by any allotments or grants made under (i) above) in connection with or pursuant to an offer by way of a rights issue to holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever; such authorisations shall expire on the conclusion of the next Annual General Meeting of the Company unless previously revoked or varied by the Company in general meeting save that the Company may before such expiry make any 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 any such offer or agreement as if the authorities conferred hereby had not expired.
NOTICE OF MEETING CONTINUED

Special Resolutions

14. That the Directors be and they are hereby empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash, either pursuant to the authority so conferred by Resolution 13 above or by way of a sale of treasury shares, as if Section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to:

(i) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (ii) of Resolution 13 by way of rights issue only) in favour of the holders ("shareholders") of ordinary shares of 10p each in the capital of the Company ("ordinary shares") on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record dates, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and

(ii) the allotment (otherwise than pursuant to paragraph (i) of this Resolution 14) to any person or persons of equity securities up to an aggregate nominal amount of £215,019 (being 5% of the issued share capital of the Company on 31 August 2011);

and shall expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, 27 January 2013, but 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 pursuant to such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

15. That, in accordance with the Act, 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 the Company’s ordinary shares of 10p each in the capital of the Company either for cancellation or to hold as treasury shares (within the meaning of Section 724(5) of the Act) provided that:

(i) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 4,300,375;

(ii) the maximum number of shares held in treasury will never exceed 10% of the issued share capital of the Company;

(iii) the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall not be more than 5% above the average of the market values for an ordinary share as derived from the London Stock Exchange’s Daily Official List for the five business days immediately preceding the date on which the ordinary shares are purchased;

(iv) the minimum price which may be paid for such ordinary shares is 10p per ordinary share (exclusive of expenses);

(v) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company’s next Annual General Meeting or, if earlier, 27 January 2013; and

(vi) the Company may make a contract or contracts to purchase ordinary shares under the authority conferred by this resolution 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.

16. That a general meeting of the Company, other than an Annual General Meeting, may be called on not less than 14 clear days’ notice.

By Order of the Board

C Sephton, Group Company Secretary

31 August 2011

Registered Office
The Go-Ahead Group Plc
3rd Floor
41-51 Grey Street
Newcastle upon Tyne
NE1 6EE
Company no. 2100855
EXPLANATORY NOTES TO THE RESOLUTIONS

Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions and resolutions 14 to 16 (inclusive) will be proposed as special resolutions. Ordinary resolutions require more than half of the votes cast to be in favour of the resolution in order for the resolution to be passed. To pass special resolutions, 75% or more of the votes cast must be in favour.

Resolution 1 – Financial statements, Directors’ report and Auditors’ report

The Directors are required to present to shareholders at the Annual General Meeting the audited financial statements of the Company and the Directors’ and Auditors’ Reports for the year ended 2 July 2011. The full Annual Report and Accounts may be viewed at www.go-ahead.com or a copy may be requested by writing to the Group Company Secretary at The Go-Ahead Group plc, 3rd Floor; 41-51 Grey Street; Newcastle upon Tyne; NE1 6EE.

Resolution 2 – Directors’ Remuneration Report

In accordance with Section 439 of the Companies Act 2006 (the “Act”), the Directors’ Remuneration Report for the year ended 2 July 2011 has been prepared and will be laid before the Annual General Meeting for approval by shareholders. The vote is advisory and does not affect the actual remuneration paid to any individual Director. The full Directors’ Remuneration Report is set out on pages 69 to 76 of the 2011 Annual Report and may also be accessed on the Company’s website www.go-ahead.com.

Resolution 3 – Final dividend

The Directors recommend a final dividend of 55.5p per share for the financial year ended 2 July 2011. The final dividend cannot exceed the amount recommended by the Directors. If approved by shareholders, the final dividend will be paid on 18 November 2011 to those ordinary shareholders on the register of members as at close of business on 4 November 2011.

Resolutions 4-9 – Election and re-election of Directors

Pursuant to Regulation 82 of the Articles of Association, all Directors retire each year at the Annual General Meeting. At this year’s Annual General Meeting, Sir Patrick Brown, Rupert Pennant- Rea, Andrew Allner, and Katherine Innes Ker will all stand for re-election. David Brown and Keith Down will stand for election by the shareholders for the first time this year, following their appointments in April 2011 and March 2011 respectively.

Separate resolutions will be proposed in respect of each Director’s election or re-election and pages 52 and 53 of the 2011 Annual Report contain biographical and supporting details of all Directors.

Resolutions 10 and 11 – The Auditors

It is required by law that the Company’s Auditors’, Ernst & Young LLP, are re-appointed at each general meeting at which accounts are presented. Each year the shareholders are also asked to authorise the Directors to determine the Auditors’ remuneration.

Resolution 12 – Authority to make political donations

It is the Company’s policy not to make any donations to, or incur expenditure on behalf of, political parties, other political organisations or independent election candidates and the Board does not intend to change this policy. However, the Act contains restrictions on companies making political donations and incurring political expenditure and it defines these terms very widely.

The wide definitions of “political donation” and “political expenditure” in the Act potentially cover activities which form part of the normal relationships between the Company and bodies concerned with policy review, law reform and other business matters. Such activities may include advertising, sponsorship or attendance at events organised by political parties, or the hiring of stands and exhibition space at national and regional political conferences. Such activities, which it is in the shareholders’ interests for the Company to conduct, are not designed to support a particular political party, other political organisation or independent election candidate.

In accordance with the Group’s policy not to make political donations, no such payments were made in the year by the Company or its subsidiaries. Additionally, neither the Company nor its subsidiaries incurred any political expenditure.

The Board proposes Resolution 12 to give the Company the necessary authority for carrying out activities covered by the Act’s definitions, where these are in furtherance of the Company’s legitimate business interests, without committing an inadvertent or technical infringement of the Act that could arise from the uncertainty caused by the wide definitions contained within the Act. The authority will lapse at the conclusion of the next Annual General Meeting of the Company or; if earlier, 27 January 2013, and will be limited to an aggregate maximum amount of £75,000.

Resolution 13 – Authority to allot shares

Resolution 13 will empower the Directors to allot shares in the Company. Paragraph (i) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £1,433,458 (representing 14,334,583 ordinary shares of 10p each). This amount represents one third of the issued ordinary share capital (excluding treasury shares) of the Company as at 31 August 2011, the latest practicable date prior to publication of the Notice of Annual General Meeting.

In line with guidance issued by the Association of British Insurers (“ABI”), paragraph 13(ii) of this resolution would give Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £2,866,916 (representing 28,669,165 ordinary shares of 10p each), as reduced by the nominal amount of any shares issued under paragraph 13(i) of this resolution. This amount (before any reduction) represents two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 31 August 2011, the latest practicable date prior to publication of the Notice of Annual General Meeting.
The Company holds 3,902,230 treasury shares, being approximately 9.1% of the issued ordinary share capital of the Company (excluding treasury shares) as at 31 August 2011.

Should any decision be made by the Board to allot shares under the authorities sought under this resolution, it would be the intention of the Directors to follow the guidance issued by the ABI in relation to the exercise of such authorities which will only be used for “fully pre-emptive rights issues” and so will not apply to open offers and will not apply to Resolution 14 below. The Directors have no present intention of exercising either of these authorities. These authorities (unless otherwise varied, revoked or renewed) will expire at the conclusion of the next Annual General Meeting of the Company.

**Resolution 14 – Disapplication of pre-emption rights**

Resolution 14 will supplement the Directors’ authority to allot shares in the Company and will disapply statutory pre-emption rights in relation to allotments of shares in the Company.

Section 561 of the Act requires a company proposing to allot equity securities for cash to offer them first to existing shareholders in proportion to their existing shareholdings. Equity securities include ordinary shares (the only class of share capital the Company has at present) but does not include shares issued under employee share schemes. If this resolution is passed, the requirement imposed by Section 561 of the Act will not apply to allotments by the Directors in three cases:

1. in connection with a rights (or similar) issue, where strict application of the principle in Section 561 of the Act could, for example, either result in fractional entitlements to shares arising or require the issue of shares where this would be impractical because of local, legal or regulatory requirements in any given overseas jurisdiction;

2. allotments of shares for cash up to a total nominal value of £215,019 (representing 5% of the Company’s issued share capital at 31 August 2011). This gives the Directors flexibility to take advantage of business opportunities as they arise, whilst the 5% limit ensures that existing shareholders’ interests are protected in accordance with guidelines issued by institutional investors’ bodies; and

3. in connection with the sale by the Company of shares held by it in treasury. Whilst shares are held in treasury they are not entitled to vote or receive dividends declared by the Company. Section 561 pre-emption rights would normally apply to the subsequent sale of the shares held in treasury in the same way as they apply to an issue of new shares for cash. This resolution disappplies Section 561 pre-emption rights in the event of sales of treasury shares. Any acquisition of shares to be held in treasury by the Company, and any subsequent disposals, will be subject to compliance with any applicable rules or guidelines issued by institutional investors’ bodies.

The Board intends to adhere to the provisions in the Pre-Emption Group’s Statement of Principles not to allot shares for cash on a non pre-emptive basis in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling 3 year period without prior consultation with shareholders.

This Resolution 14 authority, if passed, will not apply in the event that the Directors exercise their additional authority to allot two-thirds of the Company’s issued share capital in total. This authority (unless otherwise varied, revoked or renewed) will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 27 January 2013, except insofar as commitments to allot shares have been entered into before that date.

**Resolution 15 – Purchase of own shares**

Resolution 15 gives the Company authorisation to use its available cash resources to acquire up to 10% of its issued ordinary shares (excluding any treasury shares) in the market for either cancellation or to hold as treasury shares. This resolution renews a similar authority given at the last Annual General Meeting and is an authority granted by its shareholders under Section 701 of the Act. The Board does not currently intend to exercise this authority during the year ahead; however, should it do so, it will only be after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels, the overall position of the Company, the effects on earnings per share and the benefits for shareholders. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

This authority (unless otherwise varied, revoked or renewed) will expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 27 January 2013. The extent of the authority sought is calculated in accordance with good corporate governance practice.

As at 31 August 2011, there were no options to subscribe for shares outstanding.

**Resolution 16 – Notice of general meetings**

The Act, as amended by the Companies (Shareholders’ Rights) Regulations 2009, requires the Company to give at least 21 clear days’ notice for a general meeting of the Company unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. Annual general meetings must continue to be held on at least 21 clear days’ notice. Resolution 16, which will be proposed as a special resolution, seeks shareholder approval to preserve the ability of the Company to call general meetings, other than the annual general meetings, on at least 14 clear days’ notice. The approval will be effective until the Company’s next Annual General Meeting, when it is intended that a similar resolution will be proposed. This shorter notice period would not be used as a matter of routine, but only when the flexibility is merited by the business of the meeting.

Your Directors are recommending that shareholders vote FOR Resolutions 1 to 16 as they intend to do in respect of their own beneficial holdings.
Entitlement to attend and vote

The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 18:00 hours on Tuesday 25 October 2011 (or, in the event of any adjournment at 18:00 hours on the date which is two days before the time of the adjourned meeting) shall be entitled to attend, speak or vote at the aforesaid general meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 18:00 hours on Tuesday 25 October 2011 shall be disregarded in determining the rights of any person to attend or vote at the meeting.

A member may appoint another person to exercise all or any of their rights to attend, vote and speak on their behalf at the Annual General Meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by them. A proxy need not be a member of the Company. Members may appoint one or more proxies:

(i) by completing the Form of Proxy enclosed. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company’s Registrar, Equiniti, to request additional Forms of Proxy. To be effective this must be signed by the member or, in the case of joint holders, by the first named on the register of members, and deposited with the Company Registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZX, not later than 11.00 hours on Tuesday 25 October 2011 (or, in the event of any adjournments, so as to arrive no later than 48 hours before the time appointed for the Meeting), together with, if applicable, the power of attorney or other authority under which it is signed; or

(ii) electronically via our Registrar’s website, www.sharevote.co.uk, using the unique voting ID, task ID and unique shareholder reference number as stated on the enclosed Form of Proxy. To be effective this online process must be completed not later than 11.00 hours on Tuesday 25 October 2011.

Completion and return of the Form of Proxy, or completion of the online voting process, will not preclude shareholders from attending and voting in person.

Each shareholder entitled to attend the Annual General Meeting as above and each proxy appointed in accordance with the above has one vote for each resolution voted on by a show of hands (except in the circumstance where a proxy has been instructed by more than one member in which case he or she will have one vote for and one vote against if he or she has been instructed by one or more members to vote for the resolution and by one or more members to vote against) and, on a poll, one vote for each share held in the capital of the Company. The number of shares a shareholder holds as at the above register deadline will determine how many votes a shareholder or his/her proxy or proxies will have in the event of a poll. Under Section 324A of the Companies Act 2006 (the “Act”) a proxy must vote in accordance with any instructions given by the member by whom they are appointed.

A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information under Section 146 of the Act (a “Nominated Person”). The rights to appoint a proxy cannot be exercised by a Nominated Person; they can only be exercised by the member. Any statements in this document that refer to the right to appoint a proxy or refer to a Form of Proxy apply only to registered shareholders and do not apply to such Nominated Persons. However, a Nominated Person may have a right under an agreement between him/her and the member by whom he/she was nominated to be appointed as a proxy for the meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. It is at the discretion of the registered shareholder whether or not to offer these voting facilities.

Voting by corporate representatives

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

Members’ right to ask questions

All shareholders and their proxies attending the Annual General Meeting have the right to ask questions. The Directors will endeavour to answer all such questions as fully as possible, however, they are not required to answer if (i) to do so would interfere unduly with the preparation for the meeting; (ii) to answer would involve the disclosure of confidential information; (iii) the answer has already been given on a website in the form of an answer to a question; or (iv) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Total number of shares and voting rights

As at 31 August 2011 (this being the latest practical date prior to the publication of this Notice) the Company’s issued share capital comprised 46,905,978 ordinary shares of 10p each. The Company holds 3,902,230 of its ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 31 August 2011 is 43,003,748. Each ordinary share carries the right to one vote at a general meeting of the Company. The number of shares in issue and, therefore, the total number of voting rights in the Company at the time of the Annual General Meeting may differ from this.

CREST members

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 27 October 2011 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.

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 at www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or 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 RA19) 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointe through other means.

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 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 regard, 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.

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

**Documents available for inspection**

The following documents are available for inspection by members at the Registered Office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the Annual General Meeting:

(i) a statement of all transactions of each Director and of his family interests, in the equity share capital of the Company; and

(ii) copies of the contracts of service of the Directors employed by the Company and the letters of appointment of the Non-Executive Directors.

These documents will also be available for inspection at the Hilton Newcastle Gateshead, Bottle Bank, Gateshead, NE8 2AR during the Annual General Meeting and for at least fifteen minutes before it begins until the conclusion of the Annual General Meeting.

**Website publication of audit concerns**

Under Section 527 of the Act, members meeting the thresholds set out in that section have the right to require the Company to publish on its website a statement setting out matters relating to: (i) the audit of the Company’s accounts (including the auditors’ report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which the Annual Report and Accounts were laid in accordance with Section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses. Where the Company is required to place a statement on its website under Section 527 of the Act, it must forward the statement to the Company’s auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Act to publish on its website. A member wishing to request publication of such a statement on the Company’s website must send the request to the Company either in hard copy form to the Company’s Registered Office marked for the attention of the Company Secretary (and sign the request), by email to carolyn.sephion@go-ahead.com or by fax to 0191 221 0315 marked for the attention of the Company Secretary. Whichever form of communication is chosen, the request must either set out the statement in full or, if supporting a statement sent by another member clearly identify the statement which is being supported, and be received by the Company at least one week before the meeting and be appropriately authenticated in accordance with Section 527 of the Act.

**Electronic addresses**

You may not use any electronic address provided either in this Notice of Meeting or any related documents, including the Chairman’s Letter and Form of Proxy, to communicate with the Company for any purposes other than those expressly stated.

**Publication of information**

In accordance with Section 311A of the Act, the contents of this Notice of Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Annual General Meeting, details of the totals of the voting rights that members are entitled to exercise at the meeting and, if applicable, any members’ statements, members’ resolutions or members’ matters of business received by the Company after the date of this notice will be available on the Company’s website: www.go-ahead.com.