



NASSTAR plc Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of Nasstar plc (“the Company”) will be held at Nasstar plc, 14 - 18 Old Street, London, EC1V 9BH on **25 January 2013 at 10.30 am** in order to consider the following resolutions of which resolutions 1-3 inclusive will be proposed as ordinary resolutions and of which resolutions 4-5 inclusive will be proposed as special resolutions:

As Ordinary Resolutions

1. To receive and adopt the Accounts of the Company for the period ended 30 September 2012 and the reports of the directors and auditors thereon.
2. To re-appoint Gerald Edelman as Auditors to hold office until the conclusion of the next Annual General Meeting at which accounts are laid and to authorise the directors to fix the remuneration of the Auditors.
3. To re-elect Lord Daresbury as a director who retires as a director pursuant to article 88 of the Company’s Articles of Association.

As Special Resolutions

4. That, in substitution for all authorities granted to the directors but without prejudice to the prior exercise of such authorities, the directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to allot shares in the Company or grant rights to subscribe for or convert any securities into shares (“Rights”) up to a maximum aggregate nominal amount of £100,000 provided that this authority shall expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting, but 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 and grant Rights pursuant to such offer or agreement as if this authority had not expired.
5. That, subject to the passing of resolution 4 above, but in substitution for all previous authorities, the directors be and are hereby given power in accordance with section 570 of the Companies Act 2006, to allot equity securities (within the meaning of section 560 of that Act) for cash up to a maximum aggregate nominal amount of £100,000 as if section 561 of the Companies Act 2006 did not apply provided that such power shall expire on the date which is the earlier of the conclusion of the next annual general meeting of the Company or 15

NASSTAR plc
14-18 Old Street, London EC1V 9BH, United Kingdom
020 7148 5000 – TELEPHONE

www.nasstar.com

Company registered in England and Wales. Company Registration No. 5623736
Shares in Nasstar plc are traded on the London Stock Exchange AIM. Code: NASA

months after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting, 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 offer or agreement as if this power had not expired.

BY ORDER OF THE BOARD

M A Eve

Company Secretary

Dated: 18 December 2012

Registered Office:

14-18 Old Street

London EC1V 9BH

NOTE:

- (1) A member of the Company entitled to attend and vote may appoint another person as his proxy to attend, to speak and, on a poll, to vote in his stead. A proxy need not be a member of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy the Proxy Form which accompanies this notice. Investors who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Shareholders are invited to complete and return the enclosed Proxy Form. Completion of the Proxy Form will not prevent a Shareholder from attending and voting at the meeting if subsequently he/she finds they are able to do so.
- (2) Any instrument appointing a proxy together with any authority under which it is executed or a notarially certified copy of such authority must be received by the Company Secretary at the registered office of the Company or emailed to the Company to ir@nasstar.com no later than 48 hours before the time fixed for the holding of the meeting (excluding weekends and public holidays).
- (3) The instrument appointing a proxy shall, if the appointor is a corporation, be in writing under the seal or under the hand of an officer or attorney duly authorised. Representatives of members which are corporations attending the meeting should produce evidence of their appointment by an instrument executed in accordance with section 36A of the Act or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 71 of the Company's articles of association.
- (4) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 48 hours before the time of the meeting or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.

NASSTAR plc

14-18 Old Street, London EC1V 9BH, United Kingdom

020 7148 5000 – TELEPHONE

www.nasstar.com

Company registered in England and Wales. Company Registration No. 5623736
Shares in Nasstar plc are traded on the London Stock Exchange AIM. Code: NASA

Nasstar plc - Form of Proxy

For use at the Annual General Meeting convened for **25 January 2013 at 10.30 am** at Nasstar plc, 14-18 Old Street, London, EC1V 9BH.

I/We (BLOCK CAPITALS PLEASE)

being a member/members of the Company, hereby appoint the Chairman of the Meeting (see note 1) or failing him:

.....
 as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on **25 January 2013 at 10.30 am** and at any adjournment thereof. My/our proxy is to vote as indicated below in respect of the resolutions set out in the notice of annual general meeting (see note 2).

Please complete the fourth column entitled "Number of shares in respect of which proxy direction is given" only if you require your proxy to act for you in respect of less than your entire holding of Nasstar plc shares, and insert in the fourth column the number of shares in respect of which the direction is given.

DATED

Signature.....

ORDINARY RESOLUTIONS		FOR*	AGAINST*	WITHHELD*	Number of shares in respect of which proxy direction is given
1.	To receive and adopt the Accounts and the reports therein.				
2.	To re-appoint Gerald Edelman as Auditors of the Company and to authorise the Directors to fix their remuneration.				
3.	To re-elect Lord Daresbury as a Director.				
SPECIAL RESOLUTIONS		FOR*	AGAINST*	WITHHELD*	Number of shares in respect of which proxy direction is given
4.	To grant authority to the directors under S.551 of the Companies Act 2006.				
5.	To give power to the directors under S.570 of the Companies Act 2006.				

***TICK WHICHEVER IS DESIRED
 SEE NOTES OVERLEAF**

NASSTAR plc
 14-18 Old Street, London EC1V 9BH, United Kingdom
 020 7148 5000 – TELEPHONE

www.nasstar.com

Company registered in England and Wales. Company Registration No. 5623736
 Shares in Nasstar plc are traded on the London Stock Exchange AIM. Code: NASA

NOTES ON COMPLETING THE FORM OF PROXY

1. A Member may appoint a proxy of his own choice. If such an appointment is made, delete the words “the Chairman of the Meeting” and insert the name of the person appointed Proxy in the space provided. A Member may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. To appoint more than one proxy you may photocopy this Proxy Form. Investors who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker.
2. If the appointor is a corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorised in that behalf. Representatives of members which are corporations attending the meeting should produce evidence of their appointment by an instrument executed in accordance with section 44 of the Companies Act 2006 or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 71 of the Company's articles of association.
3. In the case of joint holders, the signature of any holder will be sufficient but the names of all the joint holders should be stated.
4. If this form is returned without any indication as to how the person appointed proxy shall vote, he will exercise his discretion as to how he votes or whether he abstains from voting.
5. A “vote withheld” is not a “vote” in law which means that the “vote” will not be counted in the calculation of votes for or against the resolution. Where no voting indication is given the proxy will vote or abstain at his/her discretion.
6. The completion and return of this form of proxy will not affect the right of a member to attend, speak and vote in person at the meeting convened by this notice.
7. To be valid this form must be completed and deposited at the Registered Office of the Company or emailed to the Company to ir@nasstar.com not less than 48 hours before the date and time fixed for the holding of the Meeting or any adjourned meeting (excluding weekends and public holidays).
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment service may do so for the Annual General Meeting to be held on **25 January 2013 at 10.30 am** and any adjournment(s) thereof by utilising 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 made by means of CREST to be valid, the appropriate CREST message (CREST Proxy Instruction) must be properly authenticated in accordance with CRESTCo'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 an amendment to the instructions given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent Neville Registrars Limited **CREST participant ID 7RA11** by the latest time(s) for receipt of proxy appointments specified in the notice of annual general meeting and in note 3 of this form of proxy. For this purpose, the time of receipt shall be taken as the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent (Neville Registrars Limited) 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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 his/her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by a particular time. In this connection, CREST members and, where applicable, 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.