

H&T Group plc

Notice of 2008 Annual General Meeting

THE ENCLOSED DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. When considering what action you should take, you are recommended to seek advice immediately from your stockbroker, solicitor, accountant or other professional adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised financial adviser. If you no longer hold ordinary shares in H&T Group plc, please forward this document (together with its enclosures, including the H&T Group plc Financial Statements for the year ended 2007 and the accompanying Form of Proxy) as soon as possible 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. However, such documents should not be mailed, transmitted or distributed, in whole or in part, in, into, or from any jurisdiction in which such act would constitute a violation of the relevant laws of such jurisdiction. If you have sold part only of your holding of ordinary shares in H&T Group plc, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale or transfer was effected.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdiction.

Notice of the 2008 Annual General Meeting of H&T Group plc to be held at the offices of Numis Securities Ltd, 10 Paternoster Square, London EC4M 7LT at 11.00 a.m. on 14 May 2008 is set out in the enclosed documents. To be valid for use at the Meeting, the enclosed Form of Proxy should be completed and returned, in accordance with the instructions detailed thereon, to the Company's Registrar, Equiniti Registrars, Aspect House, Spencer Road, Lancing BN99 6ZL as soon as possible and, in any event, so as to arrive no later than 11.00 a.m. on 12 May 2008.

Letter from the Chairman

8 April 2008

Dear Shareholder,

2008 Annual General Meeting

I am writing to invite you to this year's Annual General Meeting ('AGM' or 'Meeting') which will be held at 11.00 a.m. on 14 May 2008 at the offices of Numis Securities Ltd, 10 Paternoster Square, London EC4M 7LT.

I enclose the following documents:

- Notice of AGM
- Form of Proxy
- Draft financial statements for the year ended 31 December 2007

The resolutions which shareholders will be asked to consider and approve are set out on pages 3 and 4 of the enclosed Notice of AGM.

Explanatory notes on the various items of Special Business to be conducted at the Meeting are set out on pages 4 to 6 of the Notice of AGM.

Action to be taken. Whether or not you are able to attend the AGM, the directors urge you to exercise your right to vote as a shareholder of the Company, and to complete and return the enclosed reply-paid Form of Proxy to Equiniti Registrars so as to arrive no later than 11.00 a.m. on 12 May 2008.

Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the AGM (in substitution for your proxy vote) should you subsequently decide to do so.

If you have any issues or concerns arising from the business proposed to be conducted at the Meeting, please do not hesitate to write to me at the address set out below. The final proxy vote on each resolution will be available at the AGM and posted on the Company's website.

Recommendation. The Board believes that the proposed resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, your directors recommend you to vote in favour of each resolution, as they intend to do in respect of their own beneficial holdings.

I look forward to welcoming those of you who are able to attend the AGM.

Yours faithfully,



Peter Middleton
Chairman

H&T Group plc
Times House
Throwley Way
Sutton
Surrey
SM1 4AF
Telephone: +44 (0) 870 9022 600

Notice of Annual General Meeting

NOTICE is hereby given that the ANNUAL GENERAL MEETING of H&T GROUP PLC will be held at the offices of Numis Securities Ltd, 10 Paternoster Square, London EC4M 7LT at 11.00 a.m. on 14 May 2008, for the following purposes:

ORDINARY BUSINESS

As ordinary business of the Company, to consider and if thought fit pass the following resolutions, all of which will be proposed as ordinary resolutions:

Directors' Report and Accounts

1. To receive and adopt the financial statements for the year ended 31 December 2007, together with the Reports of the Directors and of the Auditors thereon.

Reappointment of Auditors

2. To re-appoint Deloitte & Touche LLP as auditors to the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company, and to authorise the Directors to determine their remuneration.

Declaration of Dividend

3. To declare a final dividend for the year ended 31 December 2007 of 3.4 pence per ordinary share, to be paid on 4 June 2008 to members whose names appear on the register of members at the close of business on 9 May 2008.

Re-election of Directors

4. To re-elect Laurent Philippe Genthialon as a Director, who retires by rotation, in accordance with Article 112 of the Company's Articles of Association.
5. To re-elect Stephen Anthony Fenerty as a Director, who retires by rotation, in accordance with Article 112 of the Company's Articles of Association.

SPECIAL BUSINESS

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

Authority to allot securities

6. THAT, subject to and in accordance with Article 16 of the Articles of Association of the Company, the Directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (in substitution for any existing authority to allot relevant securities) to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to a maximum nominal amount equivalent to the nominal amount of the authorised but unissued share capital of the Company at the date of the Annual General Meeting provided that such authority shall expire on the conclusion of the Annual General Meeting of the Company held in 2009, or on 13 August 2009, whichever is the earlier, but so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

Authority to disapply pre-emption rights

7. THAT, subject to the passing of resolution 6 as set out in the notice of this meeting and in accordance with Article 17 of the Articles of Association of the Company, the Directors be empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of the Companies Act 1985) for cash pursuant to the general authority conferred by resolution 6 as set out in the notice of this meeting as if section 89(1) of the Companies Act 1985 did not apply to such allotment, provided that this power shall be limited to allotments of equity securities:
 - (i) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory;

Notice of Annual General Meeting continued

- (ii) otherwise than pursuant to sub-paragraph (i) above, up to an aggregate nominal amount which is equivalent to five per cent. of the issued share capital of the Company at the date of the Annual General Meeting and such power shall expire on the conclusion of the Annual General Meeting of the Company to be held in 2009 or on 13 August 2009, whichever is earlier, but so that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

Authority for the Company to make market purchases of its own shares

8. THAT the Company be generally and unconditionally authorised, pursuant to Article 9 of the Articles of Association of the Company, for the purposes of section 166 of the Companies Act 1985, to make market purchases (as defined in section 163 of the Companies Act 1985) of up to such number of ordinary shares of 5 pence each in the capital of the Company as is equivalent to ten per cent. of the issued ordinary share capital of the Company at the date of the Annual General Meeting on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:
- (i) the amount paid for each share (exclusive of expenses) shall not be less than 5 pence per share;
- (ii) the amount paid for each share (exclusive of expenses) shall not be more than the higher of (a) five per cent. above the average of the middle market quotation for ordinary shares as derived from the Daily Official List of London Stock Exchange plc for the five business days before the date on which the contract for the purchase is made and (b) 187.5 pence (being the higher of the price of the last independent trade and current independent bid as derived from the London Stock Exchange Trading system on 7 April 2008 being the last practicable day prior to publication of this notice); and
- (iii) the authority herein contained shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2009 or on 13 August 2009, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred hereby had not expired.

Adoption of new Articles of Association

9. THAT the articles set out in the document produced to the meeting (and signed by the Chairman for the purpose of identification) be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing articles of association PROVIDED THAT the provisions set out at Articles 104 and 105 of the Articles of Association to be adopted pursuant to this resolution 9 shall not take effect until such time as the provisions of section 175 of the Companies Act 2006 come into force.

Dated: 8 April 2008

By Order of the Board
LAURENT GENTHIALON
Secretary

Registered Office:

Times House
Throwley Way
Sutton
Surrey SM1 4AF

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member. A proxy need not be a member of the Company. A form of proxy accompanies this Notice and instructions for completion are shown thereon. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person, should he subsequently decide to do so.
2. In order to be valid, any form of proxy and power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must reach the Company's Registrars, Equiniti Registrars, Aspect House, Spencer Road, Lancing BN99 6ZL as soon as possible and, in any event, so as to arrive no later than 11.00 a.m. on 12 May 2008.
3. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be entered on the Company's share register at 11.00 a.m. on 12 May 2008 in order to be entitled to attend and vote at the Annual General Meeting. Such shareholders may only cast votes in respect of shares held at such time. Changes to entries on the relevant register after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

4. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
- (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - www.icsa.org.uk - for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
5. Copies of the service contracts of each of the executive Directors and letters of appointment of each of the non-executive Directors and the register of Directors' interests in shares of the Company will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays and public holidays excluded) from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting from at least 15 minutes prior to and until the conclusion of the Annual General Meeting.
6. Biographical details of each Director who is being proposed for re-appointment or re-election by shareholders, including their membership of Board committees, are set out in the report of the Directors attached to the Company's financial statements for the year ended 31 December 2007.

Special Business

Resolutions 6 and 7: Authority for directors to allot securities and disapply pre-emptive rights

The purpose of these resolutions is to renew for a further period until the earlier of the Company's next Annual General Meeting or 13 August 2009, the authorities given at the Extraordinary General Meetings held on 2 May 2006, pursuant to Sections 80 and 89 of the Companies Act 1985.

Resolution 6 will renew the directors' authority to allot relevant securities up to an aggregate nominal amount representing the Company's authorised but unissued share capital.

Resolution 7 will renew the directors' authority to issue shares for cash, either by way of a rights issue or offer to existing shareholders or to other persons on a non pre-emptive basis, provided that any issue for cash to such persons shall not exceed a nominal amount equivalent to five per cent. of the Company's current issued share capital. This resolution would also permit issues of shares under the terms of the Company's share option schemes or in respect of outstanding warrants. An integral part of the Company's growth strategy is to expand the geographical footprint of its store estate. This may be achieved through opening new stores on "greenfield sites" or expanding the estate through acquisition. The authorisation will give the Company greater flexibility to take advantage of acquisition opportunities as they arise. In any event, no issue will be made which would effectively alter the control of the Company without the prior approval of shareholders in General Meeting.

Resolution 8: Authority for the Company to make market purchases of its own shares

Section 162 of the Companies Act 1985 permits a company to purchase its own shares provided it is authorised to do so by its Articles of Association and the purchase has been authorised by shareholders in General Meeting. Your directors consider that there may be occasions when it would be desirable for the Company to purchase its own shares in the market for cancellation. The Company's Articles of Association already provide the appropriate authority for the Company to purchase its own shares, the purpose of this resolution is to grant authority for the Company to make purchases of up to a nominal amount equivalent to ten per cent. of the Company's current issued share capital) for a period until the conclusion of its next Annual General Meeting or 13 August 2009, whichever is the earlier. This proposal should not be taken as an indication that the Company will purchase its shares at any particular price, or, indeed, at all, or to imply any opinion on the part of your directors as to the market or other value of the Company's ordinary shares. Your directors will only exercise the power to effect the purchase by the Company of its own shares at price levels and in circumstances which they consider to be in the interests of the Company, after taking account of its other investment opportunities and overall financial position, and which, in particular, would lead to a beneficial impact on the earnings per share of the remaining issued ordinary shares. In any event, no purchase will be made which would effectively alter the control of the Company without the prior approval of shareholders in General Meeting. The total number

Notice of Annual General Meeting continued

of employee options and purchase rights to subscribe for equity shares currently outstanding is approximately 788,537 shares. This represents 2.25 per cent. of the Company's current issued share capital. If the Company bought back the maximum number of shares permitted pursuant to the passing of this resolution, and all such shares were cancelled, then the total number of options and purchase rights outstanding would still represent 2.5 per cent. of the issued share capital as reduced following those repurchases.

Resolution 9: Adoption of new Articles of Association

It is proposed in Resolution 9 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to take account of changes in English company law brought about by the Companies Act 2006.

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted below, but are available to see in the mark-up copy of the Current Articles available for inspection. The principal changes are:

Convening extraordinary and annual general meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being amended to conform to new provisions in the Companies Act 2006. In particular an extraordinary general meeting to consider a special resolution can be convened on 14 days notice whereas previously 21 days notice was required and the chairman of a general meeting no longer has a casting vote.

Votes of members, including by proxy

Under the Companies Act 2006 proxies are entitled to vote on a show of hands. The time limits for the appointment or termination of a proxy appointment have been altered by the Companies Act 2006 so that articles cannot provide that they should be received more than 48 hours before the meeting or, in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect these new provisions.

Age limit of Directors on appointment

The Current Articles contain a provision limiting the age at which a director can be appointed. Such provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles.

Directors' conflicts of interest

The Companies Act 2006 sets out directors' general duties which largely codify the existing law, but with some changes. Under the Companies Act 2006, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict of potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

Please note that the provisions relating to directors' conflicts of interests set out in the New Articles (Articles 104 and 105) will not take effect until such time as the provisions of section 175 of the Companies Act 2006 come into force which is 1 October 2008.

Directors' indemnities and loans to fund expenditure

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In addition, the existing exemption allowing a company to provide money for the purpose of funding a directors defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

**H&T GROUP PLC ANNUAL GENERAL MEETING
TO BE HELD AT THE OFFICES OF NUMIS SECURITIES LTD, 10 PATERNOSTER SQUARE, LONDON EC4M 7LT
AT 11.00 A.M. ON 14 MAY 2008**

FORM OF PROXY

I/We.....
(Please insert full name(s) and address(es) in block capital letters)

of

being (a) member/members of the above-named Company hereby appoint the Chairman of the Meeting,
or (see Note 1 below)

of

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held
on 14 May 2008 and at any adjournment thereof, and to vote as indicated below.

Please indicate how you wish your proxy to vote by inserting "X" in the box below. If no indication is given, and
on any other resolutions proposed at the meeting, your proxy will vote or abstain from voting as he/she thinks fit.

The vote withheld option is provided to enable you to abstain on any particular resolution. However, it should be noted
that a "vote withheld" is not a vote in law, and will not be counted in the calculation of the proportion of votes "For"
and "Against" a resolution.

RESOLUTIONS	FOR	AGAINST	VOTE WITHHELD
1. To receive the Accounts for the year ended 31 December 2007			
2. To re-appoint Deloitte & Touche LLP as auditors and to authorise the Directors to determine their remuneration			
3. To declare a final dividend of 3.4 pence per share			
4. To re-elect Laurent Phillippe Genthialon as a Director			
5. To re-elect Stephen Anthony Fenerty as a Director			
6. To authorise the Directors to allot relevant securities pursuant to section 80 of the Companies Act 1985			
7. To authorise the Directors to allot equity securities pursuant to section 95 of the Companies Act 1985			
8. To approve the purchase of shares pursuant to section 166 of the Companies Act 1985			
9. To adopt new Articles of Association			

SIGNATURE(S):

or COMMON SEAL:.....

DATE:.....2008

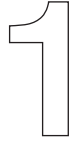
Notes:

1. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) to attend and to vote instead of the member. A proxy need not be a member of the Company. If a member wishes to appoint a proxy other than the Chairman, delete the words "the Chairman of the Meeting or," initial the alteration and insert the name of the person you wish to appoint as your proxy.
2. All members are entitled to attend and vote at the meeting, whether or not they have returned a form of proxy.
3. If you indicate that you want your vote withheld your proxy may abstain from voting and therefore there is no vote at law to be counted in the calculation of the proportion of votes for and against the resolution.
4. If a member is a corporation, this form of proxy must be executed under its common seal or by the signature of an officer or attorney duly authorised in writing. A copy of the authorisation of such officer or attorney must be lodged with the form of proxy.
5. In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated, and the vote of the senior holder who tenders a vote will be accepted to the exclusion of the vote(s) of other joint holder(s), seniority being determined by the order in which the names stand in the register of members of the Company.
6. To be effective, this form of proxy, duly executed together with any power of attorney or other authority under which it is signed (or a notarially certified copy thereof) must be lodged at the Company Registrars as soon as possible and, in any event, so as to arrive no later than 11.00 a.m. on 12 May 2008.
7. Any alterations made to this form of proxy should be initialled.
8. Appointment of a proxy will not preclude a member from attending and voting in person should be subsequently decide to do so.
9. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - www.icsa.org.uk - for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.



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Business Reply Service
Licence No. SEA 10846



Equiniti Registrars
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BN99 6ZL

FIRST FOLD

THIRD FOLD, THEN TUCK IN FOLD