



ANNUAL REPORT 2007

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Company Information

Directors	Richard Payne Stephen Black
Company number	04160983
Registered Office	St George's Court Winnington Avenue Northwich Cheshire CW8 4EE
Website	www.meriden-group.co.uk
Secretary	Richard Payne
Bankers	Bank of Scotland plc Temple Row Birmingham B2 5LS
Solicitors	Berg Legal 35 Peter Street Manchester M2 5BG
Auditors	Charles Lovell & Co Limited Royal House Market Place Redditch Worcestershire B98 8AA
Registrars	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA

Chairman's statement

Introduction

I am pleased to present my Chairman's report for Meriden Group plc for the year ended 31 December 2007.

Results

During the period the Company made pre-tax losses of £207,427 (2006 – loss of £1,577,358) representing a loss per share of 0.06 pence (2006 – loss of 0.46 pence).

Events during the year

On 16 August 2007, Russell Stevens resigned as a director in order to pursue other business interests. I and my fellow Director, Stephen Black, joined the Board on that date and we would like to thank Russell for his contribution to the Company and wish him every success in the future.

On 9 June 2008, the Company announced that it was in detailed negotiations regarding an acquisition which, if consummated, would constitute a reverse takeover under the AIM Rules. The acquisition would be subject to the approval of shareholders and the granting by the Takeover Panel of a waiver of the obligation on the Company to make a general offer under Rule 9 of the City Code on Takeovers and Mergers.

Since the Company had been unable to complete a reverse takeover prior to 9 June 2008, being 12 months after the Company became an investing company pursuant to the AIM Rules, trading in the Company's shares on AIM was suspended on that date. Restoration of trading will occur upon publication of the Company's circular and AIM admission document relating to the acquisition.

European Commercial Trust Limited, a substantial shareholder in the Company, has made funds available to the Company to enable the Company to continue the search for a suitable candidate for a reverse takeover.

Richard Payne

30 July 2008

Directors' report

The Directors present their report together with the audited financial statements for the period ended 31 December 2007.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union, applied in accordance with the provisions of the Companies Act 1985 and present financial information on the Company only.

Principal activity

The principal activity of the Company is that of an investing company quoted on AIM.

Business review

The Company did not trade during the year under review. The Company incurred administrative expenses during the year of £207,550, of which £155,981 related to payments made to Russell Stevens as compensation for loss of office and in lieu of his notice period.

On 7 September 2007, the shareholders and creditors of the Company were informed that the Creditors Voluntary Arrangement ("CVA"), entered into on 11 December 2006, had been completed and that the Company had complied fully with the terms of the arrangement and any claims against it had been completely extinguished.

European Commercial Trust Limited, the Company's significant shareholder, has provided the Company with total funds of £253,430 during the year to cover administrative expenses.

The Directors will preserve the Company's existing cash resources while actively pursuing acquisition opportunities. To help this, European Commercial Trust Limited has made further funds available to the Company to continue the search for a suitable candidate.

The Directors are unable to recommend the payment of a final dividend.

Financial risk management

Despite its limited activities, the Company is exposed to a number of financial risks, which are outlined below. Risk management is carried out by the Directors.

Interest rate risk – the Company is exposed to the risk of interest rate fluctuations on cash reserves. However, with only limited cash reserves available, the Directors do not consider this area is a significant risk to the Company.

Liquidity risk – the Company's existing cash resources may not be sufficient to cover the costs of a potential transaction or to cover any working capital requirements of a new group. Accordingly, it may be necessary for further funds to be raised before a transaction occurs.

Directors

The membership of the Board and the interests of the Directors and their families in the shares of the Company as at 31 December 2006 (or date appointed if later) and 31 December 2007 were as follows:

	Ordinary shares of 0.1p each	
	31 December 2007	31 December 2006
Richard Payne (appointed 16 August 2007)	150,000	–
Stephen Black (appointed 16 August 2007)	–	–
Russell Stevens (resigned 16 August 2007)	–	84,500,000

Richard Payne and Stephen Black received no remuneration for their services to the Company during the year.

Substantial shareholdings

The only interests in excess of 3 per cent of the issued share capital of the Company, which have been notified to the Company as at 12 June 2008, were as follows.

	Ordinary shares of 0.1p each	
	Number	Percentage
European Commercial Trust Limited	84,500,000	24.49%
Pershing Nominees Limited	33,274,206	9.64%
Raven Nominees Limited	26,005,889	7.54%
Barclayshare Nominees Limited	18,475,655	5.36%
TD Waterhouse Nominees (Europe) Limited	15,805,698	4.58%
Hoodless Brennan plc	11,725,406	3.40%
LR Nominees Limited	10,807,326	3.13%

Directors' report

Payment to suppliers

It is the Company's policy to agree appropriate terms and conditions for its transactions with suppliers by means ranging from standard terms and conditions to individually negotiated contracts and pay suppliers according to agreed terms and conditions, provided that the supplier meets those terms and conditions. The Company does not have a standard or code that deals specifically with the payment of suppliers.

As the Company did not trade during the year, no disclosure of creditor days outstanding on trade purchases is possible.

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. In accordance with company law, the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. The financial statements are required to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company to enable them to ensure the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements and other information included in annual reports may differ from legislation in other jurisdictions.

Disclosure of information to the auditors

In the case of each person who was a director at the time this report was approved;

- so far as that director was aware, there was no relevant audit information of which the Company's auditors were unaware; and
- that director had taken all steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the auditors were aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Auditors

A resolution to reappoint Charles Lovell & Co Limited as the Company's auditors will be put to the members at the Annual General Meeting.

Approval

This report was approved by the Board on 30 July 2008 and signed on its behalf by:

BY ORDER OF THE BOARD

Stephen Black

Director

30 July 2008

Corporate governance

As an AIM-quoted company, Meriden is not required to follow the provisions of the Combined Code, as set out in the Financial Services Authority's Listing Rules. The Directors recognise the importance of good governance and the Company has applied principles of corporate governance commensurate with its size.

Directors

The Company supports the concept of an effective Board leading and controlling the Company. The Board is responsible for approving Company policy and strategy and it meets at least six times per annum. All directors have access to advice from the Company secretary and independent professional advice at the Company's expense. The Board currently consists of two directors who hold the key operational positions in the Company. The biographies of the directors are set out below:

Richard Payne

Rick, aged 46 is a Chartered Certified Accountant and corporate finance director at Bennett Brooks & Co Limited Chartered Accountants and Management Consultants. Rick brings with him over 25 years of business experience with over 12 years spent in the corporate finance arena.

Stephen Black

Stephen, aged 50 is a corporate partner in the Manchester law firm Berg Legal. He was previously the principal of Stephen Black Solicitors, a niche corporate law firm. Stephen brings over 24 years corporate legal experience acting for both public and private companies.

Relations with shareholders

The Company values the views of its shareholders and recognises their interest in the Company's strategy and performance. The Annual General Meeting is used to communicate with private investors and they are encouraged to participate. The director will be available to answer questions. Separate resolutions are proposed on each issue so that they can be given proper consideration and there is a resolution to approve the annual report and accounts. All shareholders can gain access to information about the Company through the Company's website www.meriden-group.co.uk.

Accountability and audit

The Audit Committee now comprises of Mr Richard Payne and Mr Stephen Black. The terms of reference of the Committee include keeping under review the scope and results of the external audit and its cost effectiveness. This includes reviewing the nature and extent of non-audit services supplied by the external auditors to the company, seeking to balance objectivity and value for money. In addition, the Board receives written confirmation from the external auditors as to any relationships which may be reasonably thought to bear on their independence. The external auditors also confirm whether they consider themselves independent within the meaning of UK regulatory and professional requirements.

Internal control

The Board is responsible for maintaining a strong system of internal control to safeguard shareholders' investment and the Company's assets and for reviewing its effectiveness. The system of internal financial control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss. The Board has considered the need for an internal audit function but has decided the size of the Company does not justify it at present. However, it will keep the decision under annual review. The key features of the Company's systems of internal financial control are as follows:

- the Company is headed by an effective Board, which leads and controls the Company;
- the Board receives and reviews on a timely basis financial and operating information appropriate to being able to discharge its duties; and
- the Board receives and reviews on a timely basis information regarding potential acquisition targets.

Going concern

After making enquiries, the directors have a reasonable expectation that the Company can continue in operational existence for the foreseeable future under the assumption that a reverse takeover opportunity can be sought for the AIM listing and on the basis of the continued support of the Company's largest shareholder, European Commercial Trust Limited. For this reason the Board continues to adopt the going concern basis in preparing the financial statements.

Independent auditors' report

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MERIDEN GROUP PLC

We have audited the financial statements of Meriden Group Plc for the period ended 31 December 2007 on pages 7 to 14. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report or for the opinion we have formed.

Respective responsibilities of directors and auditors

The Directors' responsibilities for preparing the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union are set out on page 4.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements, and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions with the Company is not disclosed.

We read the Directors' Report and other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. This other information comprises only the Chairman's Statement, the Report of the Directors, the Report on Corporate Governance and the Report on Remuneration. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board except that the scope of our work was limited as explained below. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion

- (1) the financial statements give a true and fair view, in accordance with international financial reporting standards as adopted in the European Union, of the state of the Company's affairs as at 31 December 2007 and of its loss for the period then ended;**
- (2) the financial statements have been properly prepared in accordance with the Companies Act 1985; and**
- (3) the information given in the Report of the Directors is consistent with the financial statements.**

Emphasis of matter – Going Concern

In forming our opinion we have considered the adequacy of the disclosures made in note 1 of the financial statements concerning the Company's ability to operate as a going concern, in view of the significance of this we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

CHARLES LOVELL & CO LIMITED
REGISTERED AUDITORS
30 July 2008

Income statement

	Note	Year ended 31 December 2007 £	Period ended 31 December 2006 £
Administrative expenses – Continuing		(207,197)	(185,166)
– Exceptional		(353)	(1,231,973)
Amounts written off investments		–	(167,953)
Operating loss	3	(207,550)	(1,585,092)
Finance income	4	123	7,741
Finance costs		–	(7)
Loss on ordinary activities before and after taxation and loss for the year	6	(207,427)	(1,577,358)
Loss per share – basic and diluted	7	(0.06)p	(0.46)p

There were no recognised gains or losses other than the loss or profit for the period.

Continuing operations

None of the Company's activities were acquired or discontinued during the current period.

Statement of changes in equity

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 August 2005	345,000	1,049,155	74,890	1,469,045
Loss for the financial year	–	–	(1,577,358)	(1,577,358)
Refund of VAT on flotation costs	–	61,108	–	61,108
At 31 December 2006	345,000	1,110,263	(1,502,468)	(47,205)
Loss for the financial year	–	–	(207,427)	(207,427)
At 31 December 2007	345,000	1,110,263	(1,709,895)	(254,632)

Balance sheet

	Note	31 December 2007 £	31 December 2006 £
ASSETS			
Non-current assets			
Investments	8	-	-
Current assets			
Trade and other receivables	9	2,362	1,16410
Cash and cash equivalents	10	30,317	2,725
Total current assets		32,679	3,889
Total assets		32,679	3,889
EQUITY AND LIABILITIES			
Capital and reserves attributable to the equity holders			
Share capital	12	345,000	345,000
Share premium account		1,110,263	1,110,263
Retained losses		(1,709,895)	(1,502,468)
Total equity		(254,632)	(47,205)
Current liabilities			
Trade and other payables	11	287,311	51,094
Total equity and liabilities		32,679	3,889

The financial statements were approved by the Board of Directors on 30 July 2008.

Stephen Black
Director

Cash flow statement

	Note	31 December 2007 £	31 December 2006 £
Cash flows from operating activities			
Cash generated from operations	14	27,584	(31,639)
Finance income		123	7,741
Finance costs		-	(7)
Income tax paid		-	(14,250)
Net cash used in operating activities		27,707	(38,155)
Cash flows from financing activities			
Dividends paid		(115)	(20,410)
Refund of VAT on flotation costs		-	61,108
Net cash used in financing activities		(115)	40,698
Net increase in cash and cash equivalents		27,592	2,543
Cash and cash equivalents at the beginning of the year		2,725	182
Cash and cash equivalents at the end of the year		30,317	2,725

Notes to the Financial Statements

1 ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union and with those parts of the Companies Act 1985 applicable to companies reporting under IFRS.

Going concern

The financial statements are presented on a going concern basis. The Directors have a reasonable expectation that the Company can continue in operational existence for the foreseeable future under the assumption that a reverse takeover opportunity can be sought and on the basis of the continued support of the Company's largest shareholder, European Commercial Trust Limited. For this reason the Board continues to adopt the going concern basis in preparing the financial statements.

Critical accounting estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and judgements that affect the reported amounts of assets and liabilities as well as the disclosure of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting period.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Exceptional items

Exceptional items are those significant items which are separately disclosed by virtue of their size and incidence to enable a full understanding of the Company's financial performance. Transactions which may give rise to exceptional items are principally gains or losses on disposal of investments, subsidiaries and corporate restructurings.

Adoption of new standards

The financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the EU ("IFRS"). The Company has applied IFRS from 1 January 2007 and has restated prior year comparatives to reflect its adoption. Consequently, the Company has applied IFRS 1 to the opening balance sheet at 1 January 2007.

There is no difference in results or cash flows between UK GAAP and IFRS for the year ended 31 December 2007 or in net assets as at 1 January 2007 or 31 December 2007. Consequently, no reconciliation between UK GAAP and IFRS is included.

Investments

Fixed asset investments are stated at cost less provision for permanent diminution in value to the current market value.

Deferred taxation

Deferred tax is provided in full using the balance sheet liability method. Deferred tax is the future tax consequences of temporary differences between the carrying amounts and tax bases of assets and liabilities shown on the balance sheet. Deferred tax assets and liabilities are not recognised if they arise in the following situations: the initial recognition of goodwill; or the initial recognition of assets and liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of recovery or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that the future taxable profits will be available against which the asset can be utilised. The carrying amount of the deferred tax assets are reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Notes to the Financial Statements

1 ACCOUNTING POLICIES (continued)

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into Sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the Profit and Loss account.

Exchange differences arising from the retranslation at year end exchange rates of the investment in foreign undertakings, less exchange differences on foreign currency borrowings which finance these undertakings are taken to reserves.

Financial instruments

Income and expenditure arising on financial instruments is recognised on the accruals basis, and credited or charged to the profit and loss account in the financial period to which it relates.

Accounting period

The comparative trading period runs from 1 August 2005 to 31 December 2006 and the current period runs from 1 January 2007 to 31 December 2007.

2 BUSINESS AND GEOGRAPHICAL SEGMENTS

The Directors consider that the Company has no separate business or geographical segments to report on.

3 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The loss on ordinary activities is stated after:

	2007 £	2006 £
Auditors' remuneration	3,500	5,000
Exceptional items relating to the CVA	2,362	1,231,973

4 FINANCE INCOME

	2007 £	2006 £
Interest receivable	123	7,741

5 DIRECTORS AND EMPLOYEES

The average monthly numbers of employees (including the Directors) during the year was as follows:

	2007 Number	2006 Number
Directors	2	1

The Company's staff costs for the year, including Directors' remuneration, were as follows:

	2007 £	2006 £
Remuneration and other emoluments	63,125	70,750

The remuneration and other emoluments above represent payments made to Russell Stevens in the period prior to his resignation as a director. In addition, payments totalling £155,981 were made to Russell Stevens upon his resignation as a director on 16 August 2007 as compensation for loss of office and in lieu of his notice period.

Notes to the Financial Statements

6 TAXATION ON PROFIT ON ORDINARY ACTIVITIES

	2007 £	2006 £
UK corporation tax	-	-
Factors affecting tax charge for the period:		
Loss on ordinary activities before tax	(207,427)	(1,577,358)
Loss on ordinary activities multiplied by the standard rate of corporation tax of 30% (2006: 30%)	(62,228)	(473,207)
Effects of:		
Exceptional items – CVA creditor write downs	-	369,592
Investment impairment	-	50,386
Taxation losses to be utilised against prior periods and carried forward to future periods	62,228	53,229
	-	-

7 LOSS PER SHARE

The calculation of the basic loss per share is based on the loss on ordinary activities after tax and on the weighted average number of ordinary shares in issue during the year.

	Loss £	Weighted average number of shares	Basic loss per share pence
Basic and diluted loss per share			
Year ended 31 December 2007	(207,427)	345,000,000	(0.06)
Period ended 31 December 2006	(1,577,358)	345,000,000	(0.46)

8 INVESTMENTS

The investments in Bidtimes Plc and Meriden Holdings Limited which were written down to nil as at 31 December 2007 were disposed of in the year under the Creditors Voluntary Arrangement.

9 TRADE AND OTHER RECEIVABLES

	2007 £	2006 £
Prepayments and accrued income	1,134	1,085
Other debtors	1,228	79
	2,362	1,164

10 CASH AND CASH EQUIVALENTS

	2007 £	2006 £
Cash at bank and in hand	30,317	2,725

Notes to the Financial Statements

11 TRADE AND OTHER PAYABLES

	2007	2006
	£	£
Trade creditors	6,591	529
Dividends	556	672
Other creditors	253,430	30,000
Accruals and deferred income	26,734	19,893
	287,311	51,094

12 SHARE CAPITAL

	2007	2006
	£	£
Authorised		
96,895,000,000 ordinary shares of 0.01p each	9,689,500	–
3,105,000,000 deferred shares of 0.01p each	310,500	–
(2006: 2,000,000,000 ordinary shares of 0.1p each)	–	2,000,000
	10,000,000	2,000,000
Allotted, called up and fully paid		
345,000,000 ordinary shares of 0.01p each	34,500	–
3,105,000,000 deferred shares of 0.01p each	310,500	–
(2006: 345,000,000 ordinary shares of 0.1p each)	–	345,000
	345,000	345,000

On 8 June 2007, the authorised share capital of the Company was increased to £10,000,000 by the creation of 8,000,000,000 new ordinary shares of 0.1 pence each.

The deferred shares were created on the share capital reorganisation approved by shareholders on 8 June 2007. The effect of the share capital reorganisation was to sub-divide and re-classify each existing ordinary share into one new ordinary share of 0.01 pence and nine deferred shares of 0.01 pence.

The deferred shares have no voting or dividend rights and, on a return of capital, the right only to receive the amount paid up thereon after the holders of New Ordinary Shares have received the aggregate amount paid up thereon plus £100 per New Ordinary Share.

13 FINANCIAL INSTRUMENTS

The Company uses financial instruments comprising cash and short term deposits. It does not enter into derivative transactions such as interest rate swaps, forward rate agreements or forward currency contracts. The Company seeks to manage financial risk, to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

The Company has assets and liabilities in Pounds Sterling.

The Company policy throughout the year has been to ensure continuity of funding with all cash deposits being recoverable on demand.

Cash and short term deposits at 31 December 2007 totalled £30,302 (2006 – £2,725) and yield interest at LIBOR.

The fair values of financial assets and liabilities are not materially different from their book values.

14 RECONCILIATION OF OPERATING PROFIT WITH NET CASH FLOW FROM OPERATING ACTIVITIES

	2007	2006
	£	£
Operating loss	(207,550)	(1,417,139)
(Increase)/decrease in debtors	(1,198)	1,384,693
Increase in creditors	236,332	807
Net cash inflow/(outflow) from operating activities	27,584	(31,639)

Notes to the Financial Statements

15 RELATED PARTY TRANSACTIONS

The Directors are the persons who have authority for planning, controlling and directing the activities of the Company. Information regarding their compensation is given below:

	2007	2006
	£	£
Short term benefits		
Richard Payne	–	–
Stephen Black	–	–
Russell Stevens	63,125	59,500
Derek Hall	–	11,250
	63,125	70,750
Compensation for loss of office		
Russell Stevens	155,981	–
	155,981	–

The Company has received a loan of £253,430 (2006 – £nil) from European Commercial Trust Limited, a significant shareholder in the Company. This loan was used to provide working capital for the Company and to compensate Mr Stevens for his loss of office.

Notice of Annual General Meeting

Notice is hereby given that the **ANNUAL GENERAL MEETING** (the "**Meeting**") of the Company will be held at St George's Court, Winnington Avenue, Northwich, Cheshire CW8 4EE on 15 September 2008 at 9.30a.m. for the purpose of considering and, if thought fit, passing the following resolutions, which will be proposed as ordinary resolutions of the Company as indicated below.

RECOMMENDATION

1. The Directors of the Company consider that all the proposals to be considered at the Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

ORDINARY RESOLUTIONS

2. **TO** receive and adopt the Financial Statements for the year ended 31 December 2007 together with the Reports of the Directors and the Auditors thereon.
3. **TO** re-elect Stephen Black as a director in accordance with the Company's Articles of Association.
4. **TO** re-appoint Charles Lovell & Co. Limited as auditors of the Company and to authorise the Directors to determine their remuneration.

By order of the Board

Richard Payne
Company Secretary
30 July 2008

Registered office:
St George's Court
Winnington Avenue
Northwich
Cheshire
CW8 4EE

Notice of Annual General Meeting

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at 5.00p.m. on 12 September 2008 or, if the Meeting is adjourned, at 12.00p.m. on the day which is two days prior to the adjourned Meeting, shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be completed and signed and sent or delivered to the Company's Registrars at Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA so as to be received by Neville Registrars Limited no later than 9.30a.m. on Thursday 11 September 2008.

In the case of a member which is a corporation, the proxy form must be executed under its common seal or signed on its behalf by an officer of the corporation or an attorney for the corporation.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Neville Registrars Limited.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA. In the case of a member which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the corporation or an attorney for the corporation. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

10. 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 member 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 the other corporate representatives for that member 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 member attends the Meeting but the corporate member 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 members 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 to appoint the chairman of the Meeting as a corporate representative as described in (i) above.

Issued shares and total voting rights

11. The Company's issued share capital comprises 345,000,000 ordinary shares of 0.01p each and 3,105,000,000 deferred shares of 0.01p each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company is 345,000,000.

Communication

12. Except as provided above, members who have general queries about the Meeting should contact Neville Registrars Limited (no other methods of communications will be accepted).
13. You may not use any electronic address to communicate with the Company for any purposes connected with this notice of meeting or the proxy form.

Form of Proxy

Before completing this form please read the explanatory notes below

I/We(name(s) in full)

of(full postal address)

being (a) member(s) of Meriden Group plc (the "Company") in respect ofordinary shares

of 0.01p each in the capital of the Company, hereby appoint

.....
 or the Chairman of the meeting (see note 3) as my/our proxy for me/us and on my/our behalf at the Annual General Meeting to be held at 9.30a.m. on 15 September 2008 at the offices of the Company at St George's Court, Winnington Avenue, Northwich, Cheshire CW8 4EE, or at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Ordinary Resolutions	For	Against	Vote withheld
1. To receive and adopt the Financial Statements for the year ended 31 December 2007 together with the Reports of the Directors and the Auditors thereon.			
2. To re-elect Stephen Black as a director in accordance with the Company's Articles of Association.			
3. To reappoint Charles Lovell & Co Limited as auditors of the Company and to authorise the Directors to determine their remuneration.			

Signature(s)

Dated2008

NOTES TO THE FORM OF PROXY

- As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.
- You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
- To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
- To appoint a proxy using this form, the form must be completed and signed and sent or delivered to Neville Registrars Limited at 18 Laurel Lane, Halesowen, West Midlands B63 3DA so as to be received by Neville Registrars Limited no later than 9.30a.m. on 11 September 2008.
- In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
- Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.



Second Fold

Please
affix stamp
here

Neville Registrars Limited
18 Laurel Lane,
Halesowen,
West Midlands
B63 3DA

First Fold

Third Fold