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If you have sold or otherwise transferred all of your Ordinary Shares in Aukett Group plc, you should deliver this document, together with the accompanying blue Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have only sold some of your Ordinary Shares, please consult the stockbroker, bank or other agent through whom the sale or transfer was effected. However, these documents should not be forwarded or transmitted into the United States, Canada, Australia, the Republic of Ireland, South Africa or Japan or their respective territories or possessions or into any jurisdiction if to do so would constitute a violation of the relevant laws of such other jurisdiction.

The Directors, whose names appear on page 2 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

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# AUKETT GROUP PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985 with Registered No. 2155571)*

## PROPOSED CANCELLATION OF THE COMPANY'S LISTING ON THE OFFICIAL LIST AND ADMISSION TO AIM

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Share capital immediately following Extraordinary General Meeting				
<i>Authorised</i>			<i>Issued and fully paid</i>	
<i>Amount</i>	<i>Number</i>		<i>Amount</i>	<i>Number</i>
£1,950,000.00	195,000,000	Ordinary Shares of £0.01 each	£1,448,138.25	144,813,825

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

**Notice of an Extraordinary General Meeting ("EGM") of Aukett Group plc to be held at the offices of Aukett Group plc, 14 Devonshire Street, London W1G 7AE at 12.05 a.m. on 23 March 2006 or so soon thereafter as the Annual General Meeting convened for the same date and place shall have been concluded is set out at the end of this document. To be valid, the enclosed blue Form of Proxy for the meeting should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible but in any event no later than 12.05 a.m. on 21 March 2006 to Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6DA. Completion and return of blue Form of Proxy will not preclude shareholders from attending and voting at the EGM should they wish to do so.**

**Letter from the Chairman of Aukett Group plc**

**AUKETT GROUP PLC**

*(Incorporated and registered in England and Wales under the Companies Act 1985 with Registered No. 2155571)*

*Directors:*

*Registered and Head Office*

Gerald Kenneth Thomas Deighton  
James Nicholas Earle Thompson  
Raúl Morris Curiel  
Patrick James Carter  
Lutz Heese

14 Devonshire Street  
London W1G 7AE

24 February 2006

*To the Shareholders and, for information only, to the holders of options under the Share Option Schemes*

Dear Shareholder

**PROPOSED CANCELLATION OF THE COMPANY'S LISTING ON THE OFFICIAL LIST  
AND ADMISSION TO AIM**

***Transfer to AIM***

As our Chief Executive Officer has set out in his report included in the Annual Report & Accounts also sent to you today and as announced today, we have reviewed our current positioning as a "small cap" company whose shares are listed on the Official List of the UK Listing Authority ("Official List"). Your Board has decided that the future of the Company would be better placed if its shares were to be traded on an exchange with companies of a similar size and outlook and believes that AIM, a market operated and regulated by the London Stock Exchange plc, with its now established reputation with investors and analysts will provide an appropriate market place for the Company's shares.

Accordingly, the Company intends to apply to cancel the listing of the Company's securities on the Official List and, in accordance with the Listing Rules, an EGM is being convened at which a Resolution will be proposed to cancel the Listing of the Company's Ordinary Shares of £0.01 each on the Official List and to authorise the Directors to apply for the Company's issued shares to be traded on AIM.

The Company has appointed its current financial adviser, Beaumont Cornish Limited, to act as its Nominated Adviser and Broker in relation to the Company's admission to AIM.

In accordance with the Listing Rules made by the Financial Services Authority ("Listing Rules") the resolution requires the holders of securities (being entitled to do so) voting in person or by proxy and the approval by a majority of not less than 75% of those voting. Accordingly, the resolution will be proposed as a special resolution.

Also, in accordance with the Listing Rules, cancellation of the listing on the Official List will take effect not less than 20 business days after the date of the EGM and it is expected that such cancellation and admission to AIM will occur on or around 24 April 2006.

***Background information on AIM***

The obligations of an AIM company are similar to those of a company on the Official List with certain exceptions, of which the significant ones are referred to below.

There are certain differences between the regulatory requirements on AIM and the Official List including:

- For AIM companies, prior shareholder approval is only required for reverse-takeovers and disposals that result in a fundamental change of business. Under the Listing Rules a broader range of transactions requires shareholder approval.
- There is no requirement under the AIM Rules for listing particulars or admission documents for further issues of securities although there may be other legal reasons for a prospectus to be required.
- Under the AIM Rules, a Nominated Adviser is required at all times and has ongoing responsibilities to the London Stock Exchange.
- The Combined Code does not apply directly to AIM companies although it is still considered good practice to comply with the provisions in so far as they are relevant to the size and type of AIM Company.

Since AIM opened in 1995, more than 2,200 companies have been admitted and more than £24 billion has been raised in total.

Liquidity on AIM is currently provided by market makers who are member firms of the London Stock Exchange and are obliged to quote a price in shares between 8.00 a.m. and 4.30 p.m. on business days.

It is anticipated that following Admission to AIM shareholders dependent upon their personal circumstances should be able to take advantage of the following tax benefits:

- For new subscriptions of ordinary shares after Admission, qualifying investors should be able to benefit from the Enterprise Investment Scheme (EIS) which broadly entitles a qualifying shareholder to 20% income tax relief on the amount of the subscription and a tax free capital gain on sale of the holding after three years and provided that the Company has remained qualifying during that period. There is a maximum of £200,000 that can be invested per individual per annum under the EIS. In addition or as an alternative, an investor may invest an unlimited amount in new ordinary shares in the Company up to one year before and three years after the realisation of a gain on any other asset and defer paying capital gains tax (CGT) on that gain.
- The Company, provided it is qualifying, should be eligible for investment in new ordinary shares by Venture Capital Trusts (VCTs).
- An individual tax payer should for new investment (either by subscription for new shares or for a purchase of shares in the market) after Admission be entitled to CGT business asset taper relief which means that capital gains tax would be at the effective rate of 10%. For existing shareholders at the time of Admission their holding would be regarded as a “mixed asset” and the amount of the gain apportioned between the time acquired (or if later since 6 April 1998), the Admission date and subsequent time sold to determine the amount of business asset taper relief applicable.
- The shares should qualify from Admission for Inheritance Tax (Business Property Relief) which provides 100% exemption from Inheritance Tax upon a chargeable event arising after Admission provided the shares have been held for 2 years.
- Investors will be able to take advantage of CGT Gift Relief for transactions not at arms length made after Admission so that the transferee assumes the base cost of the investment by the transferor.

You should note that it is not possible to hold shares traded on AIM in PEPs or ISAs.

**No provisional approval has been sought at this stage that the Company will qualify under the EIS and for VCT investment and no assurance is provided that the reliefs will be so available or if they are will continue to so be. However investors are strongly recommended to consult their own professional advisers on matters relating to taxation. Investors should also note that the Directors cannot guarantee to manage the business on a basis that permanently safeguards taxation benefits. Neither the Company nor the Directors give any warranties or undertakings that EIS relief or qualifying VCT status once granted will not be withdrawn.**

*The comments on the tax implications described in this document are based on the Director’s current understanding of tax law and practice. They are not tailored to any individual circumstances in the interests of simplicity. Information on taxation is primarily directed at individuals who are UK resident and domiciled. Tax rules can change and the precise tax implications for you will depend on your particular circumstances. The Directors cannot accept responsibility for any actions taken on the basis of this document alone. If you are in any doubt as to your tax position, you should consult your professional adviser.*

#### ***Action to be Taken***

You will find enclosed with this document a blue form of proxy for use at the Extraordinary General Meeting to be held at the offices of Aukett Group plc, 14 Devonshire Street, London W1G 7AE at 12.05 a.m. on 23 March 2006 or so soon thereafter as the Annual General Meeting convened for the same date and place shall have been concluded, notice of which is set out at the end of this document. To be valid, the enclosed blue form of proxy for the meeting should be completed, signed and returned in accordance with the instructions printed thereon as soon as possible but in any event no later than 12.05 a.m. on 21 March 2006 to Lloyds TSB Registrars, The Causeway, Worthing, West Sussex BN99 6DA.

#### ***Recommendation***

The Board believe that the cancellation of the Company’s listing on the Official List and admission to trading on AIM, as detailed in this document, are in the best interests of the Company and shareholders as a whole and unanimously recommend you to vote in favour of the resolution. Each of the Directors who is a shareholder has agreed to vote in favour of their own beneficial and non-beneficial shareholdings, together being 27,493,401 Ordinary shares, representing in aggregate 19 per cent. of the Company’s issued share capital.

Yours faithfully

GKT Deighton  
**Chairman**

# AUKETT GROUP PLC

(the Company)  
(Company Number: 2155571)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** of the Company will be held at the offices of Aukett Group plc, 14, Devonshire Street, London W1G 7AE on 23 March 2006 at 12.05 p.m, or as soon thereafter as the Annual General Meeting convened for the same date and place shall have been concluded, to consider and, if thought fit, to pass the following resolution, which will be proposed as a special resolution.

That the cancellation of the admission of the issued ordinary shares of £0.01 each in the capital of the Company to the Official List of the Financial Services Authority (acting in its capacity as the competent authority for the purposes of part IV of the Financial Services & Markets Act 2000 (as amended) (the "UKLA")) be and is hereby approved; and that the Directors of the Company be and are hereby authorised to apply to the UKLA and to do all acts and things which they consider necessary or expedient to effect such cancellation and to apply for all the Company's issued share capital to be admitted to trading on AIM, a market operated by the London Stock Exchange.

**DATED** this 24th day of February 2006  
By Order of the Board

PJ Carter  
*Secretary*

Registered Office:  
14 Devonshire Street  
London W1G 7AE

### Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of him. Any such proxy need not be a member of the Company.
2. A blue form of proxy is enclosed. The appointment of a proxy will not prevent you from subsequently attending and voting at the meeting in person.
3. To be effective the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited at the Company's registered office no later than 12:05 p.m. on 21 March 2006.
4. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Shareholders registered in the Register of the Company as at 6.00 p.m. on 22 March 2006 shall be entitled to attend or vote at the Extraordinary General Meeting in respect of the number of shares registered in their name at that time. Changes to entries after 6.00 p.m. on 22 March 2006 shall be disregarded in determining the rights of any person to attend or vote at the meeting.