

SUTTON HARBOUR HOLDINGS PLC
(Registered in England No: 2425189)

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Sutton Harbour Holdings PLC, please send this document, and the accompanying form of proxy, at once to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING (Meeting) of Sutton Harbour Holdings PLC will be held at the Holiday Inn, Armada Way, Plymouth, Devon PL1 2HJ on Wednesday 8 July 2009 at noon, for the transaction of the following business:

Ordinary Business

1. To receive the Company's annual accounts for the financial year ended 31 March 2009 together with the directors' report and the auditors' report on those accounts.
2. To approve payment of a final dividend of 1.0p per ordinary share.
3. To re-elect Nigel J. Godefroy as a Director who retires by rotation.
4. To re-elect Natasha C. Gadsdon as a Director who retires by rotation.
5. To re-elect Anthony D. Everett as a Director who retires by rotation.
6. To elect J. Keith Sykes as a Director.
7. To elect John A.N. Heawood as a Director.
8. To appoint PricewaterhouseCoopers LLP as Auditors to hold office until the conclusion of the next AGM at which accounts are laid before the Company and to authorise the Directors to determine their remuneration.
9. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

That the Directors are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (the "Act") and, from 1 October 2009, Section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to the aggregate nominal amount of £5,000,000 comprising 20,000,000 shares of 25p each. The authority hereby conferred, which shall be deemed to authorise all share issues by the Directors shall expire, unless previously varied, renewed or revoked by the Company in general meeting, on the date five years following the Meeting, provided that the Company may, prior to such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry in which case the Directors may allot such securities pursuant to such offer or agreement as if such authority had not expired.

By Order of the Board

NATASHA GADSDON
Company Secretary
Sutton Harbour Holdings PLC

Registered Office:
North Quay House
Sutton Harbour
Plymouth PL4 0RA

10 June 2009

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Directors standing for re-election

Resolution 3 Nigel J. Godefroy

Aged 44. Appointed an Executive Director in October 1996 and Chief Executive in October 2004. He is a member of the Nomination Committee. He is a Chartered Accountant and has been with the Group since 1992.

Resolution 4 Natasha C. Gadsdon

Aged 39. Appointed Executive Director in July 2004 and Finance Director in October 2004. She is a Chartered Accountant and has been with the Group since 1996. She has also been the Company Secretary since 2001.

Resolution 5 Anthony D. Everett

Aged 61. Appointed a Non-Executive Director on 1 January 2006. He is Chairman and/or Director of a number of companies in the property, corporate finance and private equity sectors. Appointed Deputy Chairman of the Board and Chairman of the Audit Committee on 1 December 2008. A member of the Remuneration Committee.

Directors standing for election

Resolution 6 J. Keith Sykes

Aged 76. Appointed a Non-Executive Director and a member of the Audit and Remuneration Committees on 1 December 2008. He is currently a Director of two companies and formerly Chief Executive of Watts Blake Bearne & Co. Plc and a Non-Executive Director of TSW – Television South West Holdings Plc. He is also a substantial shareholder in the Company.

Resolution 7 John A. N. Heawood

Aged 56. Appointed a Non-Executive Director, Chairman of the Remuneration Committee and a member of the Audit Committee on 1 December 2008. He is a Chartered Surveyor, a past member of the CBI property group and Managing Director of Ashtenne Industrial Fund. Previously a Director of Segro plc (formerly Slough Estates plc) and DTZ.

Resolution 9

The Section 80 authority Resolution gives the Directors authority to issue up to 20 million ordinary shares of 25p each. At the date of this notice the Company's authorised share capital not yet issued is 49,417,652 ordinary shares of 25p each. The authority under the resolution re-confers, at the level stated, the authority previously granted to the Directors for 5 years at the 2005 AGM which will lapse in 2010.

Entitlement to attend and vote

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:

- 12.00 pm on Monday 6 July; or,
- if this Meeting is adjourned, at 12.00 pm on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the Meeting.

Appointment of proxies

If you are a member of the Company at the time set out above, you are entitled to appoint a proxy to exercise all or any of your rights to attend 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.

Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

In the case of a member which is a company, the 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 the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Changing proxy instructions

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 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 the Company's registrars: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY. 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

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 the Company at North Quay House, Sutton Harbour, Plymouth PL4 0RA. In the case of a member which is a company, the revocation notice 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 the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by the Company no later than 12.00pm on Monday 6 July 2009.

Corporate representatives

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 as a corporate representative as described in (i) above.

Issued shares and total voting rights

As at 12.00pm on 31 March 2009, the Company's issued share capital comprised 50,560,732 ordinary shares of 25p 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 as at 31 March 2009 is 50,560,732. On 8 June 2009 an additional 21,616 ordinary shares of 25p each were admitted to trading on AIM following the exercise of share options under the Company's SAYE scheme therefore making the total voting rights in the Company 50,582,348 ordinary shares of 25p each.

Documents on display

The following documents will be available for inspection for at least 15 minutes prior to the Meeting and during the Meeting:

- Copies of the service contracts of the Executive Directors of the Company.
- Copies of the letters of appointment of the Non-Executive Directors of the Company.

Communication

Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):

- contacting the Company's registrars: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

You may not use any electronic address provided either:

- in this notice of Annual General Meeting; or
- any related documents including the proxy form,

to communicate with the Company for any purposes other than those expressly stated.