

SUTTON HARBOUR HOLDINGS PLC

(Registered in England No: 2425189)

NOTICE OF ANNUAL GENERAL MEETING

This notice 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 of Sutton Harbour Holdings plc will be held at the Duke of Cornwall Hotel, Millbay Road, Plymouth, Devon on Wednesday 9 July 2008 at noon, for the transaction of the following business:

Ordinary Business

Resolution 1

To receive and adopt the Directors' Report and the audited Accounts for the year ended 31 March 2008.

Resolution 2

To approve payment of a final dividend of 1.5p per ordinary share.

Resolution 3

To re-elect Michael A. Knight as a Director.

Resolution 4

To re-elect Malcolm V. L. Pearce as a Director.

Resolution 5

To elect Jason W. H. Schofield as a Director.

Resolution 6

To re-appoint KPMG Audit Plc 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.

Special Business

Resolution 7

As Special Business to consider the following Resolution to approve the proposed Long Term Incentive Plan for Executive Directors which will be proposed as an Ordinary Resolution.

The rules of the Sutton Harbour Holdings plc 2008 Long Term Incentive Plan ("the LTIP") the principal features of which are summarised in the Appendix to the Chairman's letter contained in the Circular dated 13 June 2008 be and are hereby approved and adopted and the directors of the Company be and are hereby authorised to do all the things necessary to expedient to carry the LTIP into effect.

Resolution 8

As Special Business to consider the following Resolution to approve electronic communications with shareholders which will be proposed as an Ordinary Resolution.

That the Company be authorised, subject to and in accordance with the provisions of the Companies Act 2006, and without prejudice to the existing provisions of the articles of association of the Company, to send or supply documents or information to members by making them available on a website.

13 June 2008

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

By Order of the Board
NATASHA GADSDON
Secretary

Notes: All members who hold ordinary shares are entitled to attend and vote at the meeting.

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not also be a Shareholder.
2. To be effective, the enclosed form of proxy must be deposited at the offices of the Company's registrars, Computershare Investor Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH not less than 48 hours before the time fixed for the meeting.
3. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.
4. The Company pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at the close of business on 7 July 2008 shall be entitled to attend and vote at the aforesaid general meeting in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

Bibliography of Directors to be re-elected/elected

- Michael Knight, aged 54. Appointed a Director in July 2005 and Chairman in July 2007. He is a Chartered Chartered Accountant and is currently a Non-Executive Director of Charles Taylor Consulting Plc. He was formerly a partner of Ernst & Young LLP.
- Malcolm Pearce, aged 69. A Director since 2002 and a member of the Audit Committee and Chairman of the Remuneration Committee. He is the Chairman of the Johnsons Group. He is a Director of a number of other companies.
- Jason Schofield, aged 42. Appointed Executive Director in December 2007. He has been with the Group since June 2007. He is a Chartered Surveyor and previously held senior positions at Hammerson plc and Crest Nicholson.

