

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Cashbox Plc (the "Company") will be held at the offices of Seymour Pierce Ltd, 20 Old Bailey, London, EC4M 7EN on 30 January 2009 at 2.00pm for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the Company's annual accounts for the financial year ended 30 June 2008 together with the last Directors' report, and the auditors report on those accounts.
2. To approve the Directors' remuneration report for the financial year ended 30 June 2008.
3. To reappoint BDO Stoy Hayward LLP as auditors at a remuneration to be determined by the Audit Committee.
4. To re-elect Robin Saunders as a director who retires by rotation and being eligible, offers herself for re-election.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions, of which resolution 5 will be proposed as an ordinary resolution and resolution 6 will be proposed as a special resolution.

5. THAT the Directors be and they are generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £3,200,000, provided that this authority is for a period expiring at the conclusion of the Company's next Annual General Meeting but 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 notwithstanding that the authority conferred by this resolution has expired.
6. THAT subject to the passing of the previous resolution the Directors be and they are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) wholly for cash pursuant to the authority conferred by the previous resolution as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with or pursuant to a rights issue or open offer or any other pre-emptive offer in favour of holders of ordinary shares and holders of any other class of equity securities entitled to participate therein, in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
 - (b) otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal amount of £3,200,000;

and shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution save 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By Order of the Board
Registered Office:
Windriver House
Osborn Way
Hook
Hampshire
RG27 9HY



David Auger
Company Secretary
31 December 2008

NOTES:

1. A member entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy (or proxies) to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company.
2. A form of proxy is enclosed. To be valid, forms of proxy together with any power of attorney or other authority (if any) under which any form of proxy is signed or a notarially certified or office copy of such power of attorney or other authority should be deposited at or sent to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS13 8FB so as to arrive not later than 48 hours before the time appointed for the meeting. Completion and return of the form of proxy will not preclude members from attending and voting at the meeting in person should they find themselves able to do so.
3. The register of interests of the Directors and their families in the share capital of the Company and copies of contracts of service of Directors with the Company or with any of its subsidiary undertakings will be available for inspection at the registered office of the Company during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting.
4. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 6.00pm on 28 January 2009 or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting, shall be entitled to attend and vote at the meeting.

EXPLANATIONS

Annual Report and Accounts and Remuneration Report (Resolutions 1 and 2)

The Directors of the Company (the 'Directors') must lay the accounts of the Company for the financial year ended 30 June 2008 the report of the Directors and the report of the auditors of the Company on those accounts before the Meeting.

In addition, Resolution 2 provides for the remuneration report for the financial year ended 30 June 2008 to be received, adopted and approved by the Meeting.

Appointment and remuneration of auditors (Resolution 3)

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the next such meeting. Resolution 3 proposes the re-appointment of BDO Stoy Hayward LLP as auditors of the Company and authorises the Directors to fix and determine their remuneration for the ensuing year.

Re-election of Directors (Resolution 4)

Under the regulations of the Company's articles of association concerning retirement by rotation and re-election, Robin Saunders is required to retire as a Director and is recommended by the Director for re-election.

Special business (Resolutions 5 and 6)

Resolution 5 is to confer on the Directors authority to allot Ordinary Shares pursuant to Section 80 of the Act, in the form of a rights issue or open offer.

Resolution 6 is to confer on the Directors power to allot Ordinary Shares as if the statutory pre-emption rights set out in Section 89 of the Act did not apply to such allotments.