

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser who, if you are taking advice in Ireland, is authorised or exempted under the Investment Intermediaries Act, 1995 or the European Communities (Markets in Financial Instruments Directive) Regulations 2007.

If you sell or have sold or transferred all of your ordinary shares in Oglesby & Butler Group plc, please forward this document together with the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee.

OGLESBY & BUTLER GROUP PLC

Incorporated and Registered in Ireland. Registration Number:124871
(the “Company”)

**Notice of
Annual General Meeting
to be held on 2 November 2010
and**

**Shareholder Approval to cancel the listing of the ordinary share capital on the
Official List and the trading of the ordinary share capital on the Main Securities
Market of the Irish Stock Exchange**

**and
Admission to trading on the Enterprise Securities Market, which is regulated by
the Irish Stock Exchange
(the “ESM”)**

A letter from the Chairman of Oglesby & Butler Group plc is set out on pages 3 to 7 of this document.

Your attention is drawn to the Notice of the Annual General Meeting (“the **Notice**”) to be held at 9:00 am on 2 November 2010 at the Hilton Dublin Hotel, Charlemont Place, Dublin 2, which is set out on pages 8 to 12 of this document.

A form of proxy for use at the meeting has been posted to all shareholders and, if you wish to appoint a proxy, the form should be returned to the Company’s Registrars, Computershare Investor Services (Ireland) Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland so as to be received no later than 9:00 am on 31 October 2010. Alternatively, you may appoint a proxy electronically by logging on the website of the Company’s Registrars at www.computershare.com/ie/voting/ogli and submitting your proxy details. You will be asked to provide your Shareholder Reference Number (SRN) and PIN and follow the instructions provided.

EXPECTED TIMETABLE OF EVENTS

Ex-dividend date	21 July 2010
Record date for payment of final dividend	23 July 2010
Payment date for final dividend	5 November 2010
Latest time and date for return of proxies for Annual General Meeting	9.00 am on 31 October 2010
Annual General Meeting	9.00 am on 2 November 2010

AGENDA

Ordinary Business

1. To receive and consider the financial statements for the year ended 31 March 2010 and the reports of the Directors and auditors thereon.
2. To declare a final dividend of 1.0 cent per ordinary share for year ended 31 March 2010.
3. Election of Directors.
4. Authorisation to fix the remuneration of the auditors.
5. Authorisation of Directors to allot shares.
6. Authorisation to allot equity securities otherwise than in accordance with statutory pre-emption rights.

Special Business

7. Authorisation to use electronic communications.
8. Authorisation of market purchases of the Company's own shares.
9. Determination of the price range for the re-issue of treasury shares off-market.
10. Authorisation to retain the power to hold EGMs on 14 days' notice.
11. Amendments to the Articles of Association.
12. Authorisation to seek cancellation of listing of the Company's ordinary shares on the Official List of the Irish Stock Exchange (the "**Official List**") and of trading on the Main Securities Market of the Irish Stock Exchange ("**MSM**").
13. Authorisation to seek admission of the ordinary shares to trading on the ESM.

OGLESBY & BUTLER

G R O U P P L C

O'Brien Road, Carlow, Ireland.
Telephone (059) 9143333. Fax: (059) 9143577.
www.portasol.com

Directors

Nevin Dowling (Chairman)
Peter Oglesby
Jacqueline Oglesby

Registered Office:

Industrial Estate
O'Brien Road
Carlow

8 October 2010

Dear Shareholder,

Notice of 2010 Annual General Meeting

I am writing to you to outline the background to the resolutions to be proposed at the forthcoming Annual General Meeting ("AGM"), including the proposed resolution to authorise the Company to seek the cancellation of the listing of the Company's ordinary share capital on the Official List (see resolution 12 below). The board of directors (the "**Board**" or the "**Directors**") consider all of the resolutions to be in the best interests of shareholders as a whole and are recommending these for your approval.

Your attention is drawn to the Notice of the AGM of the Company, which will be held at Hilton Dublin Hotel, Charlemont Place, Dublin 2 on 2 November 2010 at 9:00 am and is set out at pages 8 to 12 of this document. In addition to the ordinary business to be transacted at the AGM, as set out in resolutions 1 to 6 in the notice of meeting, the Board proposes as special business resolutions 7 to 13 which are described further below.

1. Ordinary Business

1.1 The first four items of ordinary business (Resolutions 1-4 inclusive) all concern matters which are now routine for most public companies. These matters are:

- (a) To receive and consider the financial statements for the year ended 31 March 2010 and the reports of the directors and auditors thereon.
- (b) To declare a final dividend of 1.0 cent per ordinary share for year ended 31 March 2010.
- (c) To re-elect Jacqueline Oglesby who retires by rotation and, being eligible, offers herself for re-election.
- (d) To authorise the directors to approve the remuneration of the Company's auditors.

1.2 Authorisation of Directors to allot shares.

Under the fifth item of ordinary business (Resolution 5), shareholders are being asked to renew, until 2 November 2015, the authority of the Directors to allot new shares. This authority will be limited to the allotment of up to an aggregate nominal value of €487,677.24 (being 33% of the nominal value of the Company's total share capital in issue at the date of this document). The Company does not have any treasury shares in issue at the date of this document. While the Directors do not have any current intention to exercise this power, this authority is being sought as it is common practice for public companies.

1.3 **Authorisation to allot equity securities otherwise than in accordance with statutory pre-emption rights.**

Under the sixth item of ordinary business (Resolution 6), shareholders are being asked to renew the authority to disapply the strict statutory pre-emption provisions in the event of a rights issue or in any other issue of shares for cash up to an aggregate nominal value of €147,780.96, representing 10% of the nominal value of the Company's issued ordinary share capital for the time being. If adopted, this authority will expire on the earlier of the close of business on 2 February 2012 or the date of the AGM of the Company for 2011.

2. **Special Business**

2.1 **Resolution 7 - Authority to use electronic communications**

The Transparency Directive (Directive 2004/109/EC) (the "Transparency Directive") and the Electronic Commerce Act permit communications between shareholders and the Company to be made in electronic form and documents or information to be sent or supplied via the Company's website to shareholders who have either not requested a hard copy of the relevant document or information, or have provided an e-mail address to which the document or information can be sent. The directors believe that it is in the interests of the Company to take advantage of these broader powers and, subject to the passing of this resolution, the Company intends to make use of these provisions in the future in order to facilitate communications between the Company and its shareholders in a more efficient and effective manner. Accordingly, under Resolution 7, it is proposed that the Company be authorised to use electronic communications in accordance with its Articles of Association. If shareholders prefer to continue to receive communications in paper form rather than by electronic means (including via the website), they may elect to do so.

2.2 **Resolution 8 – Authority to make market purchases**

Under the second item of special business (Resolution 8), shareholders are being asked to give the Company, or any of its subsidiaries, the authority to purchase up to 10% of its own shares excluding treasury shares. If adopted, this authority will expire on the earlier of the close of business on 2 May 2012 or the date of the AGM of the Company for 2011. While the Directors do not have any current intention to exercise this power, this authority is being sought as it is common practice for public companies. Furthermore, such purchases would be made only at price levels which the Directors considered to be in the best interests of the shareholders generally, after taking into account the Company's overall financial position. In addition, the authority being sought from shareholders will provide that the minimum price which may be paid for such shares shall not be less than the nominal value of the shares and the maximum price will be 105% of the then market price of such shares. If the Directors exercise this power to purchase its own shares, they will make a determination at that time whether to cancel such shares or hold them in treasury.

2.3 **Resolution 9 – Determination of the price range for the re-issue of treasury shares off market**

Shareholders are also being asked under the third item of special business (Resolution 9), to pass a resolution authorising the Company to reissue such shares purchased by it and not cancelled, as treasury shares. If granted, the minimum price at which treasury shares may be reissued shall be set at the nominal value of the share where such a share is required to satisfy an obligation under an employee share scheme (as defined in the Listing Rules of the Irish Stock Exchange Limited (the "**Listing Rules**") operated by the Company or, in all other cases, an amount equal to 95% of the then market price of the shares 95% and the maximum amount at which treasury shares may be reissued shall be set 120% of the then market price of such shares. This authority will expire on the earlier of the close of business on 2 May 2012 or the date of the AGM of the Company for 2011.

2.4 Resolution 10 - Authority to continue to convene Extraordinary General Meetings (“EGMs”) (for the passing of ordinary resolutions) on 14 days’ notice

If adopted, Resolution 10 will maintain the existing authority in the Articles of Association of the Company (the “Articles of Association”) which permits the Company to convene an EGM on 14 day’s notice in writing where the purpose of the meeting is to consider an ordinary resolution. As a matter of policy, the 14 day notice will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

2.5 Resolution 11 - Amendment of the Company’s Articles of Association

If adopted, Resolution 11 will amend the Company’s Articles of Association so as to update the Articles of Association generally and to facilitate the company communicating with shareholders electronically by incorporating the following changes:

- (a) update the Articles of Association to facilitate the holding, transfer and voting of shares through CREST;
- (b) change any references to pounds and pence to euro and cent;
- (c) allow for the payment of dividends by electronic bank transfer;
- (d) require any request by a member to table a draft resolution under Section 133B(1)(b) of the Companies Act 1963 shall be received by the company in hardcopy form or in electronic form at least 30 days before the meeting to which it relates, for so long as the Company is traded on a regulated market, as such term is defined in the Shareholders Rights (Directive 2007/36/EC) Regulations 2009 (the “**Regulations**”);
- (e) allow for the Company to communicate electronically with shareholders and for documents or information to be sent or supplied via the Company’s website;
- (f) provision for the Company to obtain shareholder consent to communicate electronically.

A copy of the Articles of Association of the Company showing the amendments that would be made if Resolution 11 is adopted is available at www.portasol.com and may also be inspected at the registered office of the Company. A copy showing these amendments will be available for inspection at the AGM for a period of at least 15 minutes before and during the AGM.

2.6 Resolution 12: Authorisation to seek the cancellation of the listing of the Company’s ordinary shares on the Official List and the trading of the ordinary shares on the MSM

Shareholders are being asked to vote on a resolution to authorise the Company to seek the cancellation of the listing of the ordinary shares of the Company on the Official List. The Directors intend to seek admission of the ordinary shares of the Company to trading on the ESM by implementing the “fast track” admission procedures applicable to companies moving from the Official List to the ESM . If the resolution is approved, it is the intention of the Directors to make an application to the Irish Stock Exchange for cancellation of the listing on the Official List with effect from 8.00 am on 30 November 2010, or in any event no less than twenty business days from the date of passing of the resolution.

In the event the resolution is not approved, the Company will retain it’s Official List listing.

(a) Reasons for admission to ESM

After careful consideration, the Directors have concluded that, given the size of the Company, the MSM is not the appropriate market for the Company and the ESM is more suitable for it’s shares.

The ESM was established in April 2005 by the Irish Stock Exchange and is an equity market designed for small to mid-sized companies. Overall, the regulatory regime attaching to ESM companies is better matched to their circumstances as small growing companies than attaching to the larger companies on the Official List. There are less onerous compliance requirements and restrictions on ESM companies, which would allow the Company greater flexibility, given its size and scale.

The principal differences in the obligations of an ESM quoted company relative to a company listed on the Official List include:

- Under the ESM Rules an ESM adviser is required to be appointed at all times and has ongoing responsibilities to both the Company and the Irish Stock Exchange. On admission to ESM, Bloxham Stockbrokers which acts as Official List sponsor to the Company, will continue to act as broker to the Company. It is intended that Bloxham Stockbrokers will be appointed as ESM adviser to the Company under the ESM Rules.
- Companies traded on the ESM are not required to comply with the provisions of the Combined Code whilst companies listed on the Official List are. Companies traded on the ESM must comply with the ESM Rules which contain modified corporate governance terms. Companies traded on the ESM are also not required to formally comply with the Model Code whilst companies listed on the Official List are.
- Companies traded on the ESM are not required to comply with the provisions of the Transparency Directive (2004/109/EC) Regulations, 2007 (“**Transparency Regulations**”), while companies listed on the Official List are required to formally comply with these the Transparency Regulations.
- Companies traded on the ESM must sign and publish annual accounts within six months of the year end and half yearly accounts must be published within three months of the period end. In comparison, companies on the Official List must publish full year accounts within 4 months of the year end and half yearly accounts within 2 months of the end of the period in question.
- Companies traded on the ESM are not required to publish an insider list whilst companies listed on the Official List must do so and must update it annually. Companies traded on the ESM are required to publish details of the directors aggregate remuneration and that of the highest paid director. Companies listed on the Official List must publish a detailed director’s remuneration report.
- Under the Listing Rules applicable to companies on the Official List, prior shareholder approval is required for significant transactions, including substantial acquisitions and disposals and related party transactions. Under the ESM Rules, prior shareholder approval is only required for reverse takeovers and fundamental disposals.

As the main market regulatory regime continues to become more demanding following the implementation of several European Union directives which impose additional obligations on companies whose securities are admitted to trading on regulated markets such as the MSM, and therefore more costly for the Company, the Board believes that overall the regulatory regime to which ESM companies are subject is better suited to companies of our size giving us the ability to undertake transactions and meet the ongoing requirements of a quoted company, subject to the ESM Rules, more quickly and in a more cost effective manner than on the Official List.

Bloxham Stockbrokers has given and has not withdrawn its written consent to the inclusion of the references to its name in this document in the form and context in which it is included.

(b) Risks in relation to admission to ESM and cancellation of listing on the Official List

There is a risk that if the ordinary shares of the Company are not admitted to trading on the ESM before the proposed date for the cancellation of the listing of the Company's ordinary shares on the Official List and of the admission of the Company's ordinary shares to trading on the MSM, or if the Company is not considered appropriate for admission to the ESM by the Irish Stock Exchange, the listing of the Company's Ordinary Shares on the Official List and admission of the Company's ordinary shares to trading on the MSM would be cancelled. In such event the Company would have no formal market for its ordinary shares until such time as the Company meets the ESM admission criteria, is deemed appropriate for the ESM and the Company's ordinary shares are admitted to trading on the ESM.

The ESM market is designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. The ESM Rules are less demanding than those of the Official List and require less transactions being subject to shareholder approvals and less shareholder documentation being subject to regulatory review and approval.

While in theory the market in the Company's securities should continue to operate as effectively on ESM as on the Official List, the future success and liquidity of these markets for the ordinary shares of the Company cannot be guaranteed. The market in the Company's shares may, therefore, be relatively illiquid or subject to fluctuations.

2.7 Resolution 13: Authorisation to seek admission to trading on the ESM

Shareholders are being asked to approve the application by the Company to seek admission of the ordinary shares of the Company to trading on the Enterprise Securities Market ("ESM"), which is discussed in more detail in paragraph 2.6 above.

Recommendation

Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the shareholders. Accordingly, your Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of all the ordinary shares which can be voted by them.

Yours sincerely,

Nevin Dowling
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Oglesby & Butler Group Plc

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Hilton Dublin Hotel, Charlemont Place, Dublin 2 at 9:00 am on 2 November 2010 for the following purposes:

As ordinary business to consider and if thought fit to pass the following resolutions:

1. To receive and consider the financial statements and Reports of the Directors and Auditors for the year ended 31 March 2010.
2. To declare a final dividend of 1.0 cent per ordinary share for year ended 31 March 2010.
3. To re-elect Jacqueline Oglesby who retires by rotation and, being eligible, offers herself for re-election.

(For details of Director's biography refer to page 4 in the Annual Report 2010).

4. To authorise the Directors to approve the Auditor's remuneration.
5. To consider and if thought fit to pass the following as an Ordinary Resolution:

"That the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 20 of the Companies (Amendment) Act, 1983) and in accordance with Article 8(d) of the Company's Articles of Association up to an aggregate nominal amount of €487,677.24 (4,063,977 shares) (representing 33% of the nominal value of the issued share capital) provided that this authority shall expire at close of business on 2 November 2015 unless and to the extent that such power is renewed, revoked or extended prior to such date and provided further that 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 as if the authority conferred by this resolution had not expired."

6. To consider and if thought fit to pass the following as a Special Resolution:

"That in accordance with the powers, provisions and limitations of Article 8(e) of the Company's Articles of Association and Section 23 and Section 24(1) of the Companies (Amendment) Act, 1983, the Directors be and are authorised to allot equity securities (within the meaning of Section 23 of that Act) for cash as if the said Section 23(1) did not apply to any such allotment, provided that this power shall be limited to the matters provided for in Article 8(e) of the Articles of Association and provided further that the aggregate nominal value of any shares which may be allotted pursuant to subparagraph (ii) thereof may not exceed €147,780.96 (1,231,508 shares) (being equivalent to approximately 10% of the aggregate nominal value of the issued ordinary share capital of the Company). This authority shall expire on the earlier of the close of business on the date of the next AGM after the passing of this resolution and 2 February 2012 provided however 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 such an offer or agreement notwithstanding that the authority hereby conferred had not expired."

As special business to consider and if thought fit to pass each of the following:

7. **As an Ordinary Resolution:**

"That the Company be authorised, subject to and in accordance with the provisions of the Transparency Directive (2004/109/EC) Regulations, 2007 (for so long as these Regulations apply to the Company) and the Articles of Association to send, convey or supply all types of notices, documents, share certificates or

information to the members by means of electronic equipment (including digital compression), storage and transmission of data, employing wires, radio optical technologies, or other electromagnetic means including, without limitation, by sending such notices, documents, share certificates or information by electronic mail or by making such notices, documents, share certificates or information available on a website.”

8. As a Special Resolution:

“That the Company and/or any subsidiary (as defined by Section 155 of the Companies Act, 1963) of the Company be and are hereby generally authorised to make market purchases (as defined by Section 212 of the Companies Act, 1990) of shares of any class in the Company (the “Shares”) on such terms and conditions and in such manner as the Directors may determine from time to time but subject, however, to the provisions of the Companies Act, 1990 and to the following restrictions and provisions:

- (a) the maximum number of ordinary shares (as defined in the Articles of Association of the Company) authorised to be acquired pursuant to this resolution shall not exceed 1,231,508 (representing 10% of the issued share capital of the Company);
- (b) the minimum price, which may be paid for any Share shall be an amount equal to the nominal value thereof;
- (c) the maximum price which may be paid for any share (a “Relevant Share”) shall be an amount equal to 105% of the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below in relation to the shares of the same class as the Relevant Share shall be appropriate for each of the five business days immediately preceding the day on which the Relevant Share is purchased, as determined from the information published in the Irish Stock Exchange Daily Official List reporting the business done on each of those five business days:
 - (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
 - (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
 - (iii) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for that day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price. If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange Limited or its equivalent;

- (d) The authority hereby granted shall expire at the close of business on the date of the next AGM of the Company or 2 May 2012, whichever is the earlier, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 215 of the Companies Act, 1990. The Company or any such subsidiary may, before such expiry, enter into a contract for the purchase of Shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.”

9. As a Special Resolution:

“That for the purposes of Section 209 of the Companies Act, 1990 the re-issue price range at which any treasury shares (as defined by the said Section 209) for the time being held by the Company may be re-issued off-market shall be as follows:

- (a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the “Appropriate Price”; and
- (b) the minimum price at which a treasury share may be re-issued off-market shall be the nominal value of the share where such a share is required to satisfy an obligation under an employee share scheme (as defined in the Listing Rules of The Irish Stock Exchange Limited) operated by the Company or, in all other cases, an amount equal to 95% of the “Appropriate Price”.

For the purposes of this resolution the expression “Appropriate Price” shall mean the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below in relation to shares of the class of which such treasury share is to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued, as determined from information published in The Irish Stock Exchange Limited reporting the business done on each of these five business days:

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (iii) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for the day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day, then that day shall not count as one of the said five business days for the purposes of determining the “Appropriate Price”. If the means of providing the foregoing information as to dealings and prices by reference to which the “Appropriate Price” is to be determined is altered or is replaced by some other means, then the “Appropriate Price” is to be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange Limited or its equivalent.

The authority hereby conferred shall expire at the close of business on the day of the next AGM of the Company or 2 May 2012 whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Section 209 of the Companies Act, 1990.”

10. As a Special Resolution:

“That it is hereby resolved the provision in Article 51(a) allowing for the convening of an Extraordinary General Meeting by at least fourteen Clear Days’ notice (where such meetings are not convened for the passing of a special resolution) shall continue to be effective.”

For the purposes of this Resolution, the term “Clear Days” shall have the same meaning given to it in the Articles of Association of the Company.

11. As a Special Resolution:

“That the Articles of Association be and are hereby replaced by the form of Articles of Association which have been signed for identification by the Chairman of the meeting and which were available for inspection on the Company’s website and at the registered office of the Company since the date of this Notice.”

12. As a Special Resolution:

“That the Company be and is hereby authorised to make an application to the Irish Stock Exchange for the listing of the ordinary share capital of the Company on the Official List of the Irish Stock Exchange (the “ISE”) and the trading of the ordinary share capital of the Company on the Main Securities Market of the ISE to be cancelled, with effect from no less than twenty business days from the date of passing of the resolution”.

13. As an Ordinary Resolution:

“That the Company be and is hereby authorised to make an application to the Irish Stock Exchange for the ordinary share capital of the Company to be admitted to trading on the Enterprise Securities Market, regulated by the Irish Stock Exchange”.

By order of the Board

John Bailey
Secretary

Registered Office
Industrial Estate
O’ Brien Road
Carlow
8 October 2010

1. A member entitled to attend, speak, ask questions and vote is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting should the member subsequently wish to do so. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. Should you wish to appoint more than one proxy, please read carefully the notes accompanying the Form of Proxy.
2. As a member, you have several ways to exercise your right to vote:
 - (a) By attending the annual general meeting (“AGM”) in person;
 - (b) By appointing (either electronically or by returning a completed Form of Proxy) the Chairman or another person as a proxy to vote on your behalf;
 - (c) By appointing a proxy via the CREST System if you hold your shares in CREST.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.

3. You may appoint the Chairman of the Company or another individual as your proxy. You may appoint a proxy by completing the enclosed Form of Proxy, making sure to sign and date the form at the bottom and return it to the Company’s Registrars, Computershare Investor Services (Ireland) Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland no later than 9:00 am on 31 October 2010. If you are appointing someone other than the Chairman as your proxy, then you must fill in the name of your representative at the meeting in the space provided and delete the words “the Chairman of the meeting or” on the Form of Proxy. If you appoint the Chairman or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy.

Alternatively, you may appoint a proxy or proxies electronically, by logging on the website of the Company’s Registrars at www.computershare.com/ie/voting/ogli. You will be asked to provide your Shareholder Reference Number (SRN) and PIN and follow the instructions provided.

4. To be effective, the Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company, Computershare Investor Services (Ireland) Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland not less than 48 hours before the time appointed for the holding of the meeting.

5. The Company, pursuant to Section 134A of the Companies Act, 1963 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the register of members of the Company as at close of business on 31 October 2010 (or in the case of an adjournment as at 48 hours before the time appointed for the holding of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & Ireland Limited (“EUI”)’s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Computershare Registrars (Ireland) Limited by 9:00 am on 31 October 2010. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Registrars (Ireland) Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996.
7. If you or a group of shareholders hold 3% or more of the issued share capital of the Company, you or the group of shareholders acting together have the right to put an item on the agenda of the AGM. In order to exercise this right, written details of the item you wish to have included in the AGM agenda together with a written explanation of why you wish to have the item included in the agenda and evidence of your identity and shareholding must be received by the Company Secretary at Oglesby & Butler Group Plc, Industrial Estate, O’ Brien Road, Carlow, Ireland or by email to JBailey@portasol.com.
8. If you or a group of shareholders hold 3% or more of the issued share capital of the Company, you or the group of shareholders acting together have the right to table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provision in company law. In order to exercise this right, the full text of the draft resolution and the agenda item to which it relates (or, if supporting a draft resolution tabled by another shareholder, clearly identifying the draft resolution and agenda item which is being supported) and evidence of your identity and shareholding must be received in advance of the AGM by post to the Company Secretary at Oglesby & Butler Group Plc, Industrial Estate, O’ Brien Road, Carlow, Ireland or by email to JBailey@portasol.com. A draft resolution cannot be included in the AGM agenda unless the above requirements are complied with and received at either of these addresses. Furthermore, shareholders are reminded that there are provisions in company law which impose other conditions on the right of shareholders to propose resolutions at the general meeting of a company.
9. Pursuant to section 134C of the Companies Act 1963, shareholders have a right to ask questions related to items on the AGM agenda and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders. An answer is not required if (a) an answer has already been given on the Company’s website in the form of a “Q&A” or (b) it would interfere unduly with preparation for the meeting or the confidentiality or business interests of the Company or (c) it appears to the Chairman that it is undesirable in the interests of good order of the meeting that the question be answered.

If you wish to submit a question in advance of the AGM, please send your question(s) in writing with evidence of your identity and shareholding to be received no later than 5 days in advance of the AGM by post to the Company Secretary at Oglesby & Butler Group Plc, Industrial Estate, O’ Brien Road, Carlow, Ireland or by email to JBailey@portasol.com.

10. This AGM notice, details of the total number of shares and voting rights at the date of giving this notice, the documents to be submitted to the meeting, copies of any draft resolutions and copies of the forms to be used to vote by proxy are available on the Company’s website at www.portasol.com.

Should you not receive a Form of Proxy, or should you wish to be sent copies of the documents to be tabled to the meeting, you may request this by telephoning the Company’s Registrars on + 353 1 216 3100 or by writing to the Company Secretary at the address set out above.