

NOTICE IS HEREBY GIVEN that the annual general meeting of Charles Taylor Consulting plc will be held at International House, 1 St Katharine's Way, London, E1W 1UT, at 12 noon on 8 May 2009 for the transaction of the following business:

Ordinary business

To consider and, if thought fit, pass the following ordinary resolutions:

1. That the financial statements for the year to 31 December 2008, and the reports of the directors and the auditors thereon, be received and adopted.
2. That the report of the remuneration committee on pages 24 to 28 of the report and financial statements for 2008 be approved.
3. That a final dividend of 8.58 pence per share be paid to the holders of ordinary shares on the register of members of the company at the close of business on 17 April 2009.
4. That JR Avery be elected as a director.
5. That CJ Cazalet be elected as a director.
6. That JG Roach III be re-elected as a director.
7. That GW Fitzsimons be re-elected as a director.
8. That TD Ely be re-elected as a director.
9. That Deloitte LLP be re-appointed as auditors of the company and that their remuneration be determined by the directors.

Special business

To consider and, if thought fit, pass the following resolutions:

10. As an ordinary resolution

THAT the company be authorised to make donations to EU (European Union) political organisations, not exceeding £10,000 in total, during the period beginning with the date of the 2009 annual general meeting and ending at the conclusion of the day on which the 2010 annual general meeting is held.

11. As a special resolution

Authority to repurchase shares

THAT the directors be and are hereby generally and unconditionally authorised for the purpose of Section 166 of the Companies Act 1985 to make market purchases (within the meaning of Section 163 (3) of the Companies Act 1985) of Ordinary Shares of 1 pence each in the capital of the company provided that:

- a) the maximum number of Ordinary Shares hereby authorised to be purchased is 4,007,022;
- b) the minimum price which may be paid for such shares is 1 pence;
- c) the maximum price (exclusive of expenses) which may be paid for any such share will be not more than 5% above the average of the middle market quotation for such shares as derived from the Daily Official List of the London Stock Exchange LSE for the ten business days in respect of which the Daily Official List is published immediately preceding the day on which the share is to be purchased;
- d) the authority hereby conferred shall expire at the earlier of 15 months from the date of this resolution and the end of the 2010 annual general meeting of the company;
- e) the company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry date of such authority and make purchases of its own shares in pursuance of any such contract as if the authority conferred hereby had not expired.

12. As an ordinary resolution

Authority to allot shares

THAT:

- a) the directors be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 to allot and grant rights to subscribe for or to convert securities into unissued shares of the company up to an aggregate nominal amount of £99,298, provided that this authority shall expire at the conclusion of the annual general meeting of the company to be held in 2010 or, if earlier, the date falling 15 months after the date of passing this resolution;
- b) the company be allowed to make any offer or agreement which will or might require any such shares to be allotted or any such rights to be granted after the expiry of this authority and the directors may, notwithstanding such expiry, allot shares and grant such rights in pursuance of any such offer or agreement made by the company before the expiry of this authority; and
- c) this authority be in substitution for all subsisting authorities given by the company for the purpose of section 80 of the Companies Act 1985 to the extent that such authorities are unused.

Notice of annual general meeting

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13. As a special resolution

Disapplication of pre-emption rights on allotment

THAT the directors be empowered to allot any equity securities of the company under the authority conferred on them by this meeting for the purpose of section 80 of the Companies Act 1985 as if section 89(1) of that Act did not apply to any such allotment provided that this power be limited to:

- a) the allotment of equity securities which are offered for cash to those persons who are registered on such date as the directors may prescribe as the holders of the issued ordinary shares of the company (as nearly as may be in proportion to the number of ordinary shares respectively held by them) other than those holders resident outside the UK to whom an offer would be, in the opinion of the directors, impracticable or unlawful in any jurisdiction in the world;
- b) the allotment of equity securities which are not offered to any holders of ordinary shares of the company resident outside the UK pursuant to any such offer as aforesaid or which may represent fractional interests arising in connection with any such offer; and
- c) any other allotments of equity securities for cash up to an aggregate nominal amount of £20,035, and shall expire at the conclusion of the annual general meeting of the company to be held in 2010 or, if earlier, the date falling 15 months after the date of passing this resolution, save that the company may before such expiry make an offer or agreement which would or might require securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; the expression 'equity securities' having, for the purpose of this resolution, the meaning given to it by section 94 of the Companies Act 1985.

14. As a special resolution

Notice of meetings

THAT the directors be authorised to call a general meeting other than an annual general meeting of shareholders with 14 days' notice, during the period beginning with the date of the 2009 annual general meeting and ending at the conclusion of the day on which the 2010 annual general meeting is held.

By order of the board

Ivan Keane

Secretary

30 March 2009

Registered Office
International House, 1 St Katherine's Way
London E1W 1UT

Registered Number 3194476

Authorised and regulated by the Financial Services Authority

Notes

1. A member of the company entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend and, on a poll, to vote instead of him/her. A proxy need not be a member of the company. To be effective the form of proxy must be deposited with the company's registrar, Computershare Investor Services PLC, PO Box 1075, Bristol BS99 3ZZ, not less than 48 hours before the time of the meeting.
2. The completion of a proxy does not preclude a member from attending the annual general meeting and voting in person.
3. 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 shareholder 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 of the other corporate representatives for that shareholder 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 shareholder attends the meeting but the corporate shareholder 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 shareholders 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 if the Chairman is being appointed as described in (i) above.
4. Copies of the directors' service agreements or letters of appointment are available for inspection at the registered office of the company during usual business hours on each business day. All such documents will also be available at the place of the annual general meeting for at least 15 minutes prior to, and during, the annual general meeting.
5. The register of directors' interests will be available for inspection at the commencement of, and during, the annual general meeting.
6. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the company at 6pm on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. By attendance at the annual general meeting (or any adjournment thereof) those attending confirm that they are requesting, and are willing to receive, all communications made at that meeting relating to the company's shares.
8. At this year's annual general meeting, there are 14 resolutions which members are asked to approve. An explanation of these resolutions is given below:

This notice of meeting contains items of business which are of a technical nature and are therefore explained below in more detail.

Resolution 1

The directors will present the report and accounts of the company for the year ended 31 December 2008.

Resolution 2

The directors' remuneration report is set out on pages 24 to 28 of the report and financial statements for 2008. It complies with the requirement introduced by the Directors' Remuneration Regulations of 2002 for a report on the remuneration of all directors, and the company remuneration policy. The vote is advisory only and will not require the company to alter any arrangements detailed in the report, should the Resolution not be passed.

Resolution 3

The directors will propose a final dividend of 8.58 pence.

Resolution 4 and 5

Two directors, JR Avery and CJ Cazalet, who in accordance with the Articles of Association retire at the forthcoming annual general meeting; being eligible, offer themselves for election and following satisfactory performance reviews, the nomination committee supports their election as a directors.

Julian Ralph Avery

Born 1945, non-executive director and chairman of the remuneration committee

Julian Avery was previously a director of Aspen Insurance Holdings Ltd and East Surrey Holdings plc. He was a member of the Council of Lloyd's and chief executive of Wellington Underwriting plc. He was also a director of IAG Holdings UK Ltd and chairman of Equity Insurance Group. He is currently a director of Warner Estate Holdings PLC and chairman of Invesco Perpetual AiM VCT plc. He was appointed to the board on 3 November 2008. Julian is the chairman of the remuneration committee and a member of the audit committee and the nomination committee.

Charles Julian Cazalet

Born 1947, senior independent non-executive director

Julian Cazalet was previously a managing director of corporate finance at JPMorgan Cazenove, having been a partner in Cazenove. He is currently a non-executive director of Herald Investment trust plc and Deltex Medical Group plc. He was appointed to the board on 25 September 2008. Julian is a member of the audit committee, remuneration committee and nomination committee.

Resolutions 6 to 8

The three directors, JG Roach III, GW Fitzsimons and TD Ely, who in accordance with the Articles of Association retire at the forthcoming annual general meeting; each being eligible, offer themselves for re-election and following satisfactory performance reviews, the nomination committee supports their re-election as directors.

Joseph Garland Roach III

Born 1946, executive director

Joe Roach joined the group in 1995 and is chief executive of both CTC Americas and Signal Administration Inc. He joined McQueary and Henry Inc, an insurance broker, in 1985 and he worked until the end of 1995 for Signal Administration Inc. (Texas), which provided marketing and risk selection services to Signal. He was a deputy chairman of the group between 2006 and 2007. He was appointed to the board on 13 February 1997.

George William Fitzsimons FCA

Born 1962, group finance director

George Fitzsimons joined the company in 2005. He qualified as a Chartered Accountant with Coopers & Lybrand in 1988 and was a management consultant until 1991. Prior to joining the group he held finance director and other senior financial positions in the legal profession, aviation and retailing. He was appointed to the board on 1 June 2005.

Thomas Damian Ely

Born 1964, group chief operating officer

Damian Ely joined the company in 1988 to work as an underwriter in London in the Mutual Management division, primarily for Signal. In 1995, in light of the growth of Signal Mutual, he transferred to the United States as senior vice president operations for Signal Administration. In 1998, with the development of the Adjusting business in the Americas, he was appointed chief operating officer, Americas. He returned to the UK to take up the role of group chief operating officer from 1 October 2005. He was appointed to the board on 12 October 2005.

Resolution 9

Deloitte LLP have expressed their willingness to continue to act as auditors of the company and the resolution proposes the re-appointment of that firm as the company's auditors and to authorise the directors to determine the auditors' remuneration.

Notice of annual general meeting

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Resolution 10

The Companies Act 2006 s366 requires companies to obtain shareholder authority before they can make donations to EU political organisations (which include UK political parties). The definition of political donations used in the Act is very broad. The company's policy is that it does not, directly or through any other subsidiary, make what are commonly regarded as donations to any political party. The authority we are requesting from shareholders is not designed to change that policy. It will, however, ensure that the company acts within the provisions and definitions of the current UK law when carrying out the above activities.

Resolution 11

The resolution seeks authority for the company to make market purchases of its own ordinary shares, which would otherwise be prohibited by the Companies Act 1985. The directors believe that there may be times when it would be desirable to manage the company's capital by buying back shares. However, the directors only intend to use the authority if they believe such purchases would be in the best interests of shareholders generally and would result in an increase in earnings per share. The resolution specifies the maximum number of shares that can be acquired (approximately 10% of the issued ordinary share capital of the company as at 30 March 2009) and the minimum and maximum prices at which they may be bought. Any shares purchased under the authority granted by the resolution will either be cancelled or may be held as treasury shares (see the following paragraph).

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 came into force on 1 December 2003 and made certain amendments to the Companies Act 1985 in relation to Treasury shares.

The amendments allow companies to retain any of their own shares they have purchased as treasury shares with a view to possible re-issue at a future date, rather than cancelling them as had previously been required by legislation. If the company were to purchase any of its own shares pursuant to the authority of Resolution 13 it would consider holding them as treasury shares, provided that the number did not at any time exceed 10% of the company's issued share capital. This would give the company the ability to re-issue treasury shares quickly and cost effectively, and would provide the company with additional flexibility in the management of its capital base.

Resolutions 12 and 13

As in previous years, members passed resolutions giving the directors authorisation, subject to a cap, to allot shares for cash or otherwise and further for limited disapplication of section 89 of The Companies Act, empowering them to allot shares for cash or otherwise in accordance with statutory pre-exemption rights in certain limited circumstances.

Resolution 14

The Companies Act 2006 enables listed companies to call a general meeting (other than an annual general meeting) on 14 clear days' notice. However, the EU Shareholder Rights Directive (the 'Directive') requires that listed companies call such general meetings on at least 21 clear days' notice unless the company:

- i). has obtained shareholder approval for the holding of general meetings on 14 clear days' notice by passing an appropriate resolution at an annual general meeting; and
- ii). offers the facility for shareholders to vote by electronic means accessible to all shareholders.

As the Directive must be implemented into UK law by 3 August 2009, shareholders are being asked to approve resolution 14 to enable the company to continue to enjoy the shorter notice period for calling such general meetings as permitted by the Act.

Due to the requirements of the Directive, this resolution is only valid up to the next annual general meeting of the company and so will need to be renewed at each following annual general meeting. In addition, as the Directive requires that this resolution be passed by a two-thirds majority, the resolution is being proposed as a special resolution. It should be noted that the Government has not yet confirmed how companies should satisfy the requirement of offering the facility for shareholders to vote by electronic means accessible to all shareholders. Consequently if the company does not satisfy the Government's eventual requirements, then notwithstanding the passing of resolution 14 at this year's annual general meeting, the company will not be able to rely on the shorter notice period for calling general meetings. The Government has confirmed that this issue does not need to be resolved at this stage for an enabling resolution to be passed.