

GLEN GROUP plc

(Registered in England and Wales with registered number 5259846)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at the offices of the Company, 6 Straiton View, Straiton Business Parc, Loanhead, Edinburgh EH20 9QZ, on 5 March 2009 at 1.30 p.m. (or as soon thereafter as the Annual General Meeting convened for that date has ended) pursuant to Section 142 of the Companies Act 1985 to consider whether any, and if so what, steps should be taken to deal with the situation that the Company (being a public company) has net assets that are half or less of its called up share capital.

Registered Office
8-10 New Fetter Lane
London
EC4A 1RS

By order of the Board
Peterkins
Solicitors
Company Secretary

Dated: 30 January 2009

Notes:

1. A member is entitled to appoint another person as his proxy to attend and speak and vote on his behalf at the meeting. A shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The proxy need not be a member of the Company. A proxy form which may be used to make such appointment accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services plc on 0870 707 1017.
2. To be valid a form of proxy, together with a power of attorney or other authority, if any, under which it is executed or a notarially certified copy thereof, must be deposited at the offices of Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. 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 any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
4. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by a duly authorised attorney or duly authorised officer of the corporation.
5. 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 as at the close of business on 3 March 2009 shall be entitled to attend and vote, whether in person or by proxy, at the Extraordinary General Meeting, in respect of the number of Ordinary Shares registered in their name at that time. Changes to entries in the register of members after the close of business on 3 March 2009 shall be disregarded in determining the rights of any person to attend or vote at the Extraordinary General Meeting. If the Extraordinary General Meeting is adjourned, entitlements to attend and vote will be determined by reference to the register of members of the Company as at the close of business two days before the time of the adjourned meeting.
6. Completion and return of the form of proxy will not preclude members from attending or voting in person at the meeting if they so wish.
7. As at 29 January 2009 (being the last business day prior to the publication of this notice) the Company's issued voting share capital consists of 1,194,099,804 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 29 January 2009 are 1,194,099,804.

EXPLANATORY NOTE

The Company is required by statute to convene this Extraordinary General Meeting as the net assets of the Company are less than half of its called up share capital. The directors are committed to pursuing their stated strategy of building an integrated telecommunications business. Apart from continuing with this strategy, they do not consider that any particular steps need or should be taken to deal with the situation at this time and no resolution is proposed.