



**FOODSERVICE GROUP PLC**

## **Notice of Annual General Meeting**

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**Notice is hereby given that the sixty-seventh Annual General Meeting (“AGM”) of Aga Foodservice Group plc (the “Company”) will be held at the Compton Suite, the National Motorcycle Museum, Coventry Road, Bickenhill, Solihull B92 0EJ on Friday 9th May 2008 at 12 noon.**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant, bank manager or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 immediately.**

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying form of proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

If you have sold or otherwise transferred part of your holding of Ordinary Shares, please retain this document, together with the accompanying form of proxy, and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

**Notice is hereby given that the sixty-seventh Annual General Meeting (“AGM”) of Aga Foodservice Group plc (the “Company”) will be held at the Compton Suite, the National Motorcycle Museum, Coventry Road, Bickenhill, Solihull B92 0EJ on Friday 9th May 2008 at 12 noon.**

The purpose of the meeting is to consider and, if thought fit, to pass the following resolutions of which numbers 1 to 10 inclusive, 14 and 15 will be proposed as Ordinary Resolutions and numbers 11 to 13 inclusive as Special Resolutions.

**Ordinary business:**

1. To receive and adopt the Annual Report and Accounts for the year ended 31st December 2007 together with the directors’ and auditors’ report.
2. To approve the directors’ remuneration report for the year ended 31st December 2007 as set out on pages 32 to 37 of the Annual Report 2007.
3. To declare a final dividend for the year ended 31st December 2007 of 7.65 pence for each 28½ pence Ordinary Share in the capital of the Company.
4. To re-elect Ms H M Mahy as a director of the Company who retires by rotation, and being eligible offers herself for re-election.
5. To re-elect Mr S M Smith as a director of the Company who retires by rotation, and being eligible offers himself for re-election.
6. To re-elect Mr W B McGrath as a director of the Company who retires by rotation, and being eligible offers himself for re-election.
7. To re-elect Mr J Coleman as a director of the Company who retires in accordance with Article 73, and being eligible offers himself for re-election.
8. To re-appoint the auditors, Ernst & Young LLP, to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.
9. To authorise the directors to determine the auditors’ remuneration of Ernst & Young LLP as auditors for the period of appointment.

## Special business

### 10. That:

- (a) the authority conferred on the directors by article 4(B) of the Company's Articles of Association be renewed for the period expiring on the earlier of the date 15 months after the passing of this resolution and the conclusion of the next AGM of the Company following the passing of this resolution;
- (b) for the period referred to in paragraph (a) of this resolution the 'section 80 amount' is £10,811,943; and
- (c) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect.

### 11. Subject to the passing of the foregoing resolution no. 10, to consider the following resolution:

#### That:

- (a) that the power conferred on the directors by article 4(C) of the Company's Articles of Association be renewed for the period expiring on the earlier of the date 15 months after the passing of this resolution and the conclusion of the next AGM of the Company following the passing of this resolution;
- (b) for the period referred to in paragraph (a) of this resolution the 'section 89 amount' is £1,621,791;
- (c) all previous authorities under section 95 of the Companies Act 1985 shall cease to have effect.

### 12. That, pursuant to Article 37 of the Company's Articles of Association, the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 163 (3) of the Companies Act 1985) of Ordinary Shares of 28½p in the capital of the Company ("Ordinary Shares") provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 11,532,740 (representing 10 per cent. of the issued Ordinary Share capital);
- (b) the minimum price which may be paid for an Ordinary Share is 28½p (exclusive of expenses and taxes (if any) payable by the Company);
- (c) the maximum price which may be paid for an Ordinary Share is an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from The London Stock Exchange Plc Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is purchased (exclusive of expenses and taxes (if any) payable by the Company);
- (d) this authority expires on the earlier of the date 12 months after the passing of this resolution and the conclusion of the next AGM of the Company following the passing of this resolution; and
- (e) the Company may make a contract to purchase Ordinary Shares under this authority before the expiry of the authority, and may make a purchase of Ordinary Shares in pursuance of any such contract.

13. To change the name of the Company to Aga Rangemaster Group plc.

14. That,

- (a) The Aga Rangemaster Group plc Sharesave Plan (the “Sharesave Plan”), the principal terms of which are set out in the explanatory notes of this notice, a copy of the rules of which is produced to this Meeting by the Chairman and initialled for the purposes of identification, be and it is hereby adopted and established and that the board of directors of the Company be and is hereby authorised to do all such acts and things as it may consider necessary or desirable to carry the Sharesave Plan into effect, including consequential changes to obtain the approval of HM Revenue & Customs, to establish any further plans based on the Sharesave Plan but modified to take account of local tax, exchange control or securities laws in countries outside the UK, provided that the Ordinary Shares made available under any such further plans are treated as counting as appropriate against any limits on individual or overall participation in the Sharesave Plan, and to take account of the requirements of The London Stock Exchange Plc; and
- (b) 11,532,739 Ordinary Shares (being 10 per cent. of the issued Ordinary Share capital of the Company as at 25th March 2008) set out in the Sharesave Plan rules as produced earlier, be approved as the maximum fixed limit on Ordinary Shares available under any sub-plan offered to US participants, and that the board of directors of the Company be and hereby is authorised to do all acts and things as it may consider necessary or desirable to give effect to this resolution.

15. That the Aga Foodservice Group Long-Term Incentive Plan (“LTIP”) be amended as set out in the copy of the LTIP rules produced to this Meeting by the Chairman and initialled for the purposes of identification and the board of directors of the Company be and hereby be authorised to do all such acts and things as it may consider necessary or desirable to carry this resolution into effect

**The directors believe that all the resolutions proposed to be considered at the AGM are in the best interests of the Company and the shareholders as a whole and, accordingly, unanimously recommend shareholders to vote in favour of the resolutions as the directors intend to do so in respect of their own shares in the Company.**

By order of the board

P M Sissons  
Secretary  
Solihull  
28th March 2008

## EXPLANATORY NOTES

### **Resolutions 4-7: election/re-election of directors**

Pursuant to the Articles of Association, at least one-third of the directors are required to retire by rotation each year. Resolutions 4 to 6 seek your approval to re-elect Helen Mahy, Shaun Smith and William McGrath. The Chairman confirms that following formal performance evaluation, the performance of the directors who served on the Board during 2007 continues to be effective and demonstrate both commitment to the role and the time required for board and committee meetings and any other duties required of them. In respect of the election of John Coleman as a non-executive director, the Company's Articles of Association require a director to seek election at the first annual AGM after his appointment. Resolution 7 seeks your approval to re-elect John Coleman. Biographical details of each director are given on pages 22 to 23 of the 2007 Annual Report and Accounts. Resolutions 4 to 7 will be proposed as ordinary resolutions.

### **Resolution 10: authority to allot shares**

Under section 80 of the Companies Act 1985, the directors of the Company may allot unissued shares if authorised to do so. This resolution seeks renewal of the directors' authority to allot Ordinary Shares in the Company up to an aggregate nominal amount of £10,811,943 being approximately one third of the nominal amount of the Company's issued share capital at 25th March 2008 (being the last practicable date before publication of this document). The authority contained in this resolution will be valid for fifteen months after passing the resolution or until the date of the 2009 AGM, whichever is earlier, although it is the directors' intention to seek renewal of this authority annually. The directors consider that this authority is desirable to allow the Company to retain flexibility, although they have no present intention of exercising this authority. Resolution 10 will be proposed as an ordinary resolution.

### **Resolution 11: limited authority to allot for cash**

Pursuant to section 95 of the Companies Act 1985, this resolution seeks renewal of the directors' authority to issue Ordinary Shares of the Company as if the pre-emption provisions of section 89 of the Companies Act 1985 did not apply. The limit on the nominal value of Ordinary Shares which may be so allotted and/or sold by the directors (other than in conjunction with a rights issue or other similar issue, where the full amount referred to in resolution 10 could be issued) is £1,621,791 which represents approximately 5 per cent. of the nominal amount of the Company's issued Ordinary Share capital as at 25th March 2008 (being the last practicable date before publication of this document). The directors do not intend to issue more than 7.5 per cent. of the total issued share capital of the Company for cash on a non pre-emptive basis in any rolling three year period without prior consultation with the Investment Committees of the Association of British Insurers and the National Association of Pension Funds.

The authority contained in this resolution will be valid for fifteen months after passing the resolution or until the date of the 2009 AGM, whichever is earlier, although it is the directors' intention to seek renewal of this authority annually. Resolution 11 will be proposed as a special resolution.

### **Resolution 12: authority to purchase own shares**

The Company's Articles of Association permit the purchase of the Company's own shares, subject to the provision of the Companies Acts. This resolution seeks authority from Shareholders to permit the Company to purchase (pursuant to section 166 of the Companies Act 1985) up to 11,532,740 of its own shares representing approximately 10 per cent. of the nominal amount of the Company's issued as at 25th March 2008 (being the last practicable date before publication of this document). The Board will consider a share repurchase programme if justified by the market conditions. The authority will only be exercised if the directors believe that to do so would result in an increase in earnings per share and benefits shareholders generally. The maximum price payable for any shares purchased will not be less than the nominal value of 28½p per Ordinary Share nor more than the higher of 105 per cent. of the average of the middle-market quotation of the Company's Ordinary Shares as derived from the London Stock Exchange Official List for the five business days preceding the day on which the Ordinary Shares are purchased and that stipulated by Article 5(1) of the Buyback and Stabilisation Regulation 2003 (exclusive of transactional costs).

As at 25th March 2008 (being the last practicable date before publication of this document), there were outstanding options over 1,448,740 Ordinary Shares, representing 1.26% per cent. of the Company's issued Ordinary Share capital. If the authority under Resolution 12 were to be exercised in full and the repurchased shares cancelled, this would increase to 1.40 per cent.

Any shares purchased pursuant to the authority in Resolution 12 will either be cancelled and then number of shares in issue reduced accordingly, or held in treasury. The authority contained in this resolution will be valid for fifteen months after passing the resolution or until the conclusion of the 2009 AGM, whichever is the earlier, although it is the intention of the directors' to seek renewal of this authority annually. Resolution 12 will be proposed as a special resolution.

### **Resolution 13: Change of Name**

This resolution seeks authority from shareholders to change the Company name from Aga Foodservice Group plc to Aga Rangemaster Group plc. Given the significant recent developments of the Group, the Board believes it is no longer appropriate for the Company's name to be linked to the foodservice sector and foodservice products. The Company is focusing on its premium consumer brands led by Aga and Rangemaster. The Board has sought to create a new name and identity which reinforces the Group's core purpose as it strives to expand the business by organic growth and brand development. Of the various names considered, the Board believes that "Aga Rangemaster Group plc" best meets these criteria and shows the balance of the current business moving forward. Resolution 13 will be proposed as a special resolution.

### **Resolution 14: Sharesave Plan**

This resolution concerns the Company's proposal to introduce a new UK HM Revenue & Customs approved savings related share option plan, "The Aga Rangemaster Group plc Sharesave Plan" ("Sharesave Plan"). Resolution 14 sets out the full resolution to approve the Sharesave Plan. Resolution 14 will be proposed as an ordinary resolution.

A summary of the main provisions of the Sharesave Plan are set out below.

#### **1. Introduction**

The Sharesave Plan replaces the Company's previous savings related share option scheme which ceased to operate from 2nd June 2004.

The Sharesave Plan will provide for the grant of options by the Company or the trustee of an employee benefit trust ("Trustee") as appropriate, to subscribe for, or to purchase, Ordinary Shares in the Company. The Sharesave Plan has been submitted for approval to HM Revenue & Customs under Schedule 3 of the Income Tax (Earnings and Pensions) Act 2003 ("ITEPA"). The board of directors of the Company retains the right to make such changes to the Sharesave Plan as may be necessary or expedient to obtain such approval.

The Sharesave Plan will be administered by the board of directors of the Company or a duly authorised committee (the "Committee").

#### **2. Eligibility**

All UK resident and ordinarily resident employees and full time executive directors of the Company and its subsidiaries (whose earnings from office or employment are general earnings to which section 15 to 21 of ITEPA apply) who have completed a specified minimum period of employment (not exceeding five years) will be eligible to participate. The Committee has the discretion to allow other employees to participate.

### **3. Grant of options**

The Committee may issue invitations to apply for options during a period of 42 days following the date the Sharesave Plan is formally approved by HM Revenue & Customs, and thereafter 42 days following the day following the announcement of the Company's results in any year, the lifting of any restriction which prohibits the making of invitations or at any time when the Committee resolves that exceptional circumstances exist which justify the making of invitations.

Options will be granted within 30 days of the date by reference to which invitations are issued and by which the exercise price will be determined. The exercise price will be set at not less than the higher of (i) in the case of an option to subscribe, the nominal value of an Ordinary Share and (ii) the closing middle market quotation as derived from the Official List on the 3 dealing days immediately prior to the invitation date (if scaling down is necessary the period is 42 days). In the event that the Company is no longer listed on the Official List, market value will be determined and agreed with HM Revenue & Customs Shares and Assets Valuation.

In the event that applications for options exceed the number of Ordinary Shares available, the Committee shall scale down the applications.

Employees may, at the discretion of the Committee, be invited to apply for 3 or 5 year options. All options will be granted on condition that employees enter into a linked contractual savings scheme with the savings provider nominated by the Committee and approved by HM Revenue & Customs. Employees must save between £5 and £250 per month under such a contract (or such other limit as is introduced under such contracts from time to time), such sums to be deducted from the relevant employee's pay. The number of Ordinary Shares subject to an option will be determined by the level of contributions to the savings contract and the bonus earned (if any) on maturity of the savings contract.

Both the number of Ordinary Shares and the exercise price may be adjusted by the Committee with the agreement of the HM Revenue & Customs to take account of any rights issue, capitalisation, sub-division, consolidation of shares, reduction of share capital or other variation of the Company's share capital.

### **4. Exercise of options**

Normally, options may be exercised no earlier than the date on which a bonus is payable under the relevant savings contract (the "Bonus Date") and no later than six months after the Bonus Date. Any option not so exercised will normally lapse. Options may also be exercised earlier than the Bonus Date for a limited period upon the occurrence of certain other events set out in the rules of the Sharesave Plan. These include where the participant ceases to be an employee due to death, injury or disability, redundancy or retirement. Options will also become exercisable on a change of control, reconstruction or voluntary winding up of the Company, on the date a participant's employing company ceases to be under the control of the Company or on a sale or transfer of a business or part of business to which it relates. Exercises will not be permitted where it would be in breach of the requirements of Schedule 3 to ITEPA. On a change of control or reconstruction of the Company, an option may, with consent of the company acquiring control, be released in consideration of the grant of equivalent rights over shares of the acquiring company or company associated with it.

Options which are not exercised within the prescribed time periods following such events will normally lapse. Options will also lapse if a participant ceases to be employed by a group company other than in the circumstances outlined above. Options will also lapse on the bankruptcy of a participant or permanent discontinuance of making savings contributions.

### **5. Limitations on Grant**

In any 10 year period, the aggregate number of Ordinary Shares which may be issued or are issuable or treasury shares which remain re-issuable under the Sharesave Plan and any other employee share plan established by the Company or any group Company may not exceed 10 per cent. of the issued Ordinary Share capital of the Company. As in the previous sharesave plan any options issued or issuable by the Company to satisfy any awards made or options granted before 10th May 2001 (excluding those held by employees of the

Company or its subsidiaries) and issued on 10th May 2001 are excluded from this limit. Should the Company establish a sub-plan in relation to US participants the aggregate number of shares authorised to be sold pursuant to options granted under such a sub-plan shall be the lesser of 11,532,739 shares (being 10 per cent. of the issued Ordinary Share capital of the Company on 25th March 2008) and 10 per cent. of the issued Ordinary Share capital of the Company on the relevant date of grant.

## **6. Administration and Amendment**

The Committee will administer the Sharesave Plan and may delegate such administration to other persons as it sees fit. The savings contract provider will administer the operation of the savings contract. The Committee may amend the rules of the Sharesave Plan in any respect provided that:

- (a) no alteration or addition to the advantage of any existing participant or person eligible to participate in the Sharesave Plan may be made to certain provisions of the Sharesave Plan without prior approval of the shareholders of the Company in general meeting unless such alteration is a minor amendment to benefit the administration of the Sharesave Plan, to take account of any changes in legislation or to obtain or maintain favourable (or avoid unfavourable) tax, exchange control or regulatory treatment of the Company, subsidiary or any participant;
- (b) after formal approval and whilst the Sharesave Plan is approved and is intended to remain approved, no amendment to key features shall have effect until approved by HM Revenue & Customs. A key feature is a feature which is necessary to comply with Schedule 3 to ITEPA and the relevant legislation; and
- (c) where any change will have a material adverse effect on participants, such change may not be effective unless a majority of the participants so affected agrees in writing to the change.

Notwithstanding the above, the Committee may at any time without further formality establish further plans to apply in non-UK territories governed by rules similar to the Sharesave Plan but modified to take account of local rules, regulations and practice provided that any Ordinary Shares issued or issuable under such plans shall be treated as counting against any limits on overall participation in the Sharesave Plan.

## **7. Voting, Dividend, Transfer and other rights**

Until options are exercised, participants have no voting or other rights in respect of the Ordinary Shares under their option(s). Shares issued or transferred under the Sharesave Plan shall rank *pari passu* in all respects with Ordinary Shares already in issue except they will not rank for any dividend or other distribution paid or made by reference to a record date prior to the date of allotment or transfer. Application will be made to The London Stock Exchange Plc for the admission of such shares to the Official List. Options are not transferable or assignable. Any benefits provided under the Sharesave Plan will not be pensionable.

## **8. Termination**

The Sharesave Plan may be terminated at any time by a resolution of the Committee and shall in any event terminate on the tenth anniversary of the date on which the Sharesave Plan is approved by the Company in general meeting. Termination shall not affect outstanding rights of participants.

### **Resolution 15: Long-Term Incentive Plan – Headroom Limits**

This resolution seeks authority from shareholders to update the Aga Foodservice Group Long-Term Incentive Plan (“LTIP”) following the issue of new Association of British Insurers (“ABI”) guidelines in December 2007. The amendments are set out in the rules which will be available for inspection as outlined later in this notice. They remove the limits currently contained within Rules 3.3 and 3.4 of the LTIP prohibiting the grant of options over new Ordinary Shares or the issue of new Ordinary Shares under the LTIP which would result in certain limits (3 per cent. in 3 years and 5 per cent. in 5 years) being exceeded and make consequential changes to the rules. For these purposes Ordinary Shares issued under the LTIP, the Aga Foodservice Group Co-Investment Plan or other executive share scheme prior to the date of grant count. The LTIP will continue to be subject to Rules 3.5 and 3.6 which require that any awards of new Ordinary Shares, when aggregated with all of the Company’s other schemes, must not exceed 5 per cent. of the issued Ordinary Share capital (adjusted for share issuance and cancellation) in any 10 calendar year rolling period or 10 per cent. of the issued Ordinary Share capital (adjusted for share issuance and cancellation) in any 10 calendar year rolling period. Resolution 15 will be proposed as an ordinary resolution.

## NOTES

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. Whether or not Shareholders intend to be present at the Annual General Meeting, they are requested to complete and sign the accompanying Form of Proxy and return it, in accordance with the instructions printed on it, by post or (during normal business hours) by hand to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6GP, England so as to arrive as soon as possible and, in any event, by no later than 12.00 p.m. on Wednesday 7th May 2008. Alternatively, Shareholders can submit their proxy electronically at the Equiniti website, [www.sharevote.co.uk](http://www.sharevote.co.uk), subject to the terms and conditions shown on the website. The deadline for the receipt of electronic proxies is 12.00 p.m. on Wednesday 7th May 2008. Any electronic communications found to contain a virus will not be accepted. Shareholders who hold their Ordinary Shares in CREST may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Equiniti so that it is received by no later than 12.00 p.m. on Wednesday 7th May 2008.
3. The return of a completed Form of Proxy or the transmittal of an electronic proxy or a CREST Proxy Instruction will not prevent a Shareholder from attending the Annual General Meeting and voting in person (in substitution for his or her proxy vote) should he or she wish to do so and is so entitled.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. In order to be valid an appointment of proxy must be returned by one of the following methods:
  - (i) in hard copy form by post, by courier or by hand to the Company's registrars, Equiniti.
  - (ii) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below; or
  - (iii) by appointing and registering his/her proxy vote electronically by visiting the website [www.sharevote.co.uk](http://www.sharevote.co.uk)and in each case must be received by the Company not less than 48 hours before the time of the meeting.
7. (a) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising 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.

- (b) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the appointment of a proxy or to 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 Equiniti (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
- (c) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (d) CREST members and, when applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal systems 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 provider(s), to procure that his or her 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.
8. A member who wishes to appoint a proxy and register his or her proxy vote electronically should visit the website [www.sharevote.co.uk](http://www.sharevote.co.uk). The on-screen instructions will give details on how to complete the appointment and voting process.
9. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the meeting or any adjourned meeting (and also for the purposes of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by 6.00 pm (London time) on Wednesday 7th May 2008 (or 6.00 pm on the date two days before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
10. Should any shareholder with special needs wish to attend the meeting, please contact the Company so that appropriate arrangements can be made.
11. As at 25th March 2008 (being the last business day prior to publication of this Notice) the Company's issued share capital consists of 115,327,399 Ordinary Shares carrying one vote each, Therefore, the total voting rights in the Company as at 25th March 2008 are 115,327,399.
12. The following are available for inspection at the Company's registered office during normal business hours on any weekday (Saturdays and public holidays excluded) between 9.00am and 5.00pm and will be available for at least 15 minutes prior to, and during, the AGM:-
- the directors' service contracts and the non-executive directors' letters of appointment; and
  - the draft rules of The Aga Rangemaster Group plc Sharesave Plan;
  - the amended rules of the Aga Foodservice Group Long-Term Incentive Plan.

In addition, items (b) and (c) above will also be available for inspection at the offices of KPMG LLP, 8 Salisbury Square, London EC4Y 8BB during normal business hours on any weekday (Saturdays and public holidays excluded) between 9.00am and 5.00pm.

13. The explanatory notes for Resolutions 14 and 15 summarise the main features of the Plans but do not form part of their rules and should not be taken as affecting the interpretation of the detailed terms and conditions constituting the rules. The Committee reserves the right up to the time of the meeting to make such amendments and additions, as they consider necessary or desirable, provided that such amendments and additions do not conflict in any material respect with the summaries above.
14. 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 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](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.