

## WESTSIDE ACQUISITIONS PLC

*(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 03882621)*

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at the offices of Finers Stephens Innocent LLP, 180 Great Portland Street, London W1W 5QZ at 10.30 a.m. on 31 July 2009 for the following purposes:

As Ordinary Business to consider, and if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions:-

1. To receive and adopt the audited Financial Statements of the Company for the year ended 31 December 2008 and to file reports of the Directors and Auditors thereon.
2. To re-appoint Hazlewoods LLP, Chartered Accountants, as auditors to the Company and to authorise the Directors to agree their remuneration

As Special Business to consider, and if thought fit, pass the following resolutions; Resolutions 3 and 4 will be proposed as Ordinary Resolutions and Resolutions 5 and 6 will be proposed as Special Resolutions:-

3. THAT the authorised share capital of the Company be increased from £2,200,000 to £2,500,000 by the creation of an additional 30,000,000 Ordinary Shares.
4. THAT in substitution for all existing authorities, the Directors of the Company be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) provided that such power to be limited to:
  - (i) the allotment of up to 14,810,000 Ordinary Shares pursuant to or in connection with the exercise of up to 14,810,000 existing share options granted by the Company; and
  - (ii) the allotment of relevant securities (other than pursuant to paragraph (i) above) up to an aggregate nominal amount of £500,000 to such person or persons and on such terms as they think fit;

such authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company, or fifteen months from the date hereof if earlier, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities of the Company to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if authority conferred hereby had not expired.

5. THAT subject to the passing of Resolution 4 above and in substitution for all existing authorities, the Directors be empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) of the Act) pursuant to the authority conferred by Resolution 4 referred to above as if Section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
  - (i) the allotment of up to 14,810,000 Ordinary Shares pursuant to or in connection with the exercise of up to 14,810,000 existing share options granted by the Company; and

- (ii) the allotment of relevant securities (other than pursuant to paragraph (i) above) up to an aggregate nominal amount of £500,000 to such person or persons and on such terms as they think fit;

such authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company, or fifteen months from the date hereof if earlier, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities of the Company to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if authority conferred hereby had not expired.

- 6. THAT the Company's Articles of Association be amended as follows:

- 6.1 by the insertion of the following definitions in Article 1:

"electronic form": shall have the meaning given to it in section 1168 of the Companies Act 2006;

the "Companies Act 2006": the Companies Act 2006 and any amendment or re-enactment thereof for the time being in force;

- 6.2 "by the deletion of article 159 in its entirety and a new article 159 be inserted in its place as follows:

"Notwithstanding anything to the contrary in these Articles, any notice or other document to be given pursuant to these Articles (other than one calling a meeting of the Directors) shall be in writing and the Company may send any notice or other document or information to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his address in the Register or in electronic form to an address for the time being notified to the Company by the member or (subject to the provisions of the Companies Act 2006) by making it available on a website. In the case of joint holders of a share all notices and other documents sent by the Company shall be given to that one of the joint holders whose name stands first in the Register. Any notice so given shall be sufficient notice to all the joint holders and the contents of any document so sent shall be deemed to be sufficiently communicated to all the joint holders and the agreement of the first nominal holder that their documents and information may be supplied in electronic form or by being made available on a website shall be binding on all joint holders.";

- 6.3 by the deletion of Article 160 in its entirety and a new Article 160 be inserted in its place as follows:

"Any member whose address in the Register is not within the United Kingdom but who has given to the Company an address within the United Kingdom at which notices may be served upon him or an address to which notices may be sent in electronic form shall be entitled to have notices given to him, at such address; but, save as aforesaid, any member whose address in the Register is not within the United Kingdom shall not be entitled to receive any notice from the Company.";

- 6.4 by the insertion of the following as a new Article numbered Article 161A after the existing Article 161:

161A: "Any notice or other document addressed to a member shall, if sent in electronic form, be deemed to have been served or delivered at the expiration of 24 hours after the time it was first sent. In proving such service or delivery it shall be conclusive to prove that the address used for such electronic communication was correct and that the electronic communication was properly dispatched by the Company, unless the Company is aware that there has been a failure of delivery of such notice or other document following at least two attempts in which case such notice or other document shall be sent to the member at his registered address or address for service in the United Kingdom provided that the date of deemed service or delivery shall be 24 hours from the despatch of the original notice or other document in electronic form in accordance with this Article."; and

6.5 by the deletion of Article 162 in its entirety and a new Article 162 be inserted in its place as follows:

“Any notice or document sent to any member in pursuance of these Articles shall, notwithstanding such member be then dead, bankrupt, mentally disordered or (being a corporation) in liquidation, and whether or not the Company has notice of the death, bankruptcy, mental disorder or liquidation, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in such share.”.

BY ORDER OF THE BOARD

D. HILLEL  
COMPANY SECRETARY

Registered Office: 58-60 Berners Street, London, W1T 3JS

25 June 2009

Notes:

1. **A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.**
2. A Form of Proxy is enclosed for your use if desired. The instrument appointing a proxy must reach the Company's Registrars, Share Registrars Limited at Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL not less than 48 hours before the time of holding of the meeting.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those Shareholders of the Company on the register of members of the Company 48 hours before the time set for the meeting shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at the time. Changes to the register of members after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
5. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Share Registrars Limited of Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL.
6. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
7. Except as provided above, members who have general queries about the meeting should telephone Share Registrars Limited on 01252-821390 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the chairman's letter, the form of proxy and the directors' letter and explanatory note in respect of electronic communications) to communicate with the Company for any purposes other than those expressly stated.
8. A copy of the Register of Directors' Interests in shares in the Company and copies of the Directors' service contracts of more than one year's duration will be available for inspection at the registered office of the Company during business hours only on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this notice until the date of the meeting and at the place of the meeting for at least 15 minutes prior to and during the meeting.