

# notice of annual general meeting

Notice is given that the Annual General Meeting of Flomerics Group PLC will be held at 81 Bridge Road, Hampton Court, Surrey KT8 9HH on Friday 23 April 2004 at 11.30 am for the following purposes:

To consider and if thought fit, pass the following resolutions, as ordinary resolutions in the case of resolutions 1 to 4 and as special resolutions in the case of resolutions 5 to 7.

## Ordinary Business

1. THAT the report of the Directors and the accounts for the year ended 31 December 2003 be received and adopted.
2. THAT a final dividend for the year 2003 of 1.0p per share be declared.
3. THAT David William Mann who retires by rotation be re-elected as a Director of the Company.
4. THAT BDO Stoy Hayward LLP be and hereby appointed auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company at a remuneration to be fixed by the Directors.

## Special Business

5. THAT the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985 ("the Act")) up to an aggregate nominal amount of £48,821.00 provided that this authority shall expire on 23 July 2005, except 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 any such offer or agreement as if the authority conferred by this resolution had not expired and that

this authority shall be in substitution for all previous authorities conferred upon the Directors pursuant to section 80 of the Act but without prejudice to the allotment of any relevant securities already made or to be made pursuant to such authorities.

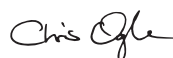
6. THAT, subject to and conditional upon the passing of resolution number 5 set out in the notice of the meeting, the Directors be empowered, pursuant to section 95 of the Act, to allot equity securities (as defined in section 94 of the Act) for cash as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to:
  - (a) the allotment of equity securities in connection with a rights issue or other pro rata offer in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of equity securities held by them subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body; and
  - (b) the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities up to an aggregate nominal amount of £7,323.00

and shall expire on whichever is the earlier of the conclusion of the next Annual General Meeting of the Company or the date falling 15 months from the date of the passing of this resolution except 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 offer or agreements as if the power conferred by this resolution had not expired.

7. THAT the Company be and is hereby generally and unconditionally authorised to make one or more market purchases (as defined in Section 163(3) of the Companies Act 1985) of any of its ordinary shares of 1p each in such a manner and on such terms as the Directors may from time to time determine provided that:
- (a) the maximum number of shares hereby authorised to be acquired is 1,464,658 (10 per cent of the issued ordinary share capital, as at 31 December 2003);
  - (b) The minimum price which may be paid for each ordinary share is 1p (exclusive of expenses and appropriate taxes);
  - (c) the maximum price which may be paid for a share is an amount (exclusive of expenses and appropriate taxes) equal to 105 per cent of the average of the middle market quotations for each ordinary share as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and
  - (d) this authority shall expire on the earlier of the date falling 15 months after the passing of this resolution and the date of the conclusion of the next Annual General Meeting of the Company, whichever first occurs, unless this authority is before such expiry renewed, varied or revoked by the Company in general meeting, save that the Company shall be entitled under such authority to make at any time before the expiry of such authority any contract of purchase of its own shares which will or might be executed wholly or partly after the expiry of such authority.

See note 4 below.

By order of the Board



Chris Ogle  
Secretary

Registered office:  
81 Bridge Road, Hampton Court, Surrey KT8 9HH  
30 March 2004

#### Notes

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and on a poll to vote instead of him/her. A proxy need not be a member of the Company.
2. A form of proxy is provided with this notice and instructions for use as shown on the form. To be valid, completed forms must be received at the office of the Company registrars, Capita IRG, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time fixed for the meeting. Deposit of the form of proxy will not prevent a member attending the meeting and voting in person. If someone else signed the form on your behalf, you or that person must send the power of attorney or other written authority under which it is signed to the Company registrars at the above address.
3. The following documents are available for inspection at the registered office of the Company during normal business hours on each weekday (public holidays excluded) and at the place of the Annual General Meeting for 15 minutes prior to and during the meeting:
  - (a) the register of Directors' (and their families') interests in shares of the Company; and
  - (b) copies of Directors' service contracts (other than contracts expiring or determinable by the Company in less than one year).
4. In common with many public companies the Company's articles of association permit the purchase of the Company's own shares subject to obtaining shareholders' approval. The Directors consider that there may be circumstances in which it would be desirable for the Company to purchase its own shares in the market. Purchases would only be made if their effect would be expected to increase earnings per share and the Directors consider such purchases to be in the interest of the Company. Accordingly, the Directors propose to seek a general authority at the forthcoming Annual General Meeting to purchase up to 10 per cent of the Company's issued ordinary shares (as at the date hereof) at or between the minimum and maximum prices specified in the resolution. Any shares purchased under this authority would be cancelled and the number of shares in issue would be reduced accordingly. If given, the authority will terminate on the date of the next Annual General Meeting or the date falling 15 months after the passing of the relevant resolution, whichever is the earlier.

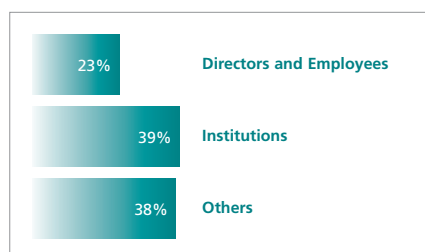
# information for shareholders

## Five Year Record

	2003	2002	2001	2000	1999
Results	£'000	£'000	£'000	£'000	£'000
Turnover	10,221	11,711	12,875	11,763	8,713
Operating Profit	391	704	307	1,194	826
Profit on ordinary activities before taxation	455	635	308	1,182	807
Profit for the financial year after taxation	403	475	253	859	494
Dividends	146	146	146	146	110
Equity shareholders' funds	4,885	4,703	4,470	4,405	2,388
Earnings per share before amortisation of goodwill	3.31	3.81	2.29	6.60	4.00
Basic earnings per share	2.75	3.25	1.73	6.02	3.74

## Analysis of shares held

At 31 December 2003 the shares of the Company were held in the following proportions:



## Share Price

The mid-market share price of the shares at 31 December was as follows:

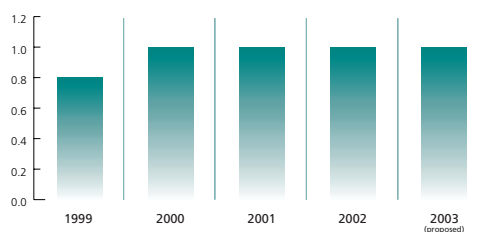
Results	2003	2002	2001	2000	1999
Ordinary 1p shares	62p	68.5p	80p	135p	89p

## Dividends

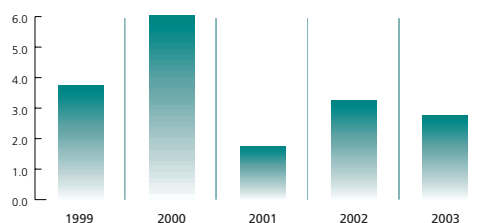
Ordinary shareholders have received the following dividends in respect of each financial year:

Results	2003	2002	2001	2000	1999
Final dividend per share (proposed)	1.0p	1.0p	1.0p	1.0p	0.8p

Dividend per Share (pence)



Basic earnings per share (pence)



### Financial Calendar

The Annual General Meeting will be held at the Hampton Court offices on 23 April 2004 at 11.30am and we welcome shareholder attendance.

The 2003 proposed dividend will be paid on 7 May 2004 to shareowners on the register at close of business on 13 April 2004.

Interim statements for the half year to 30 June are normally issued to shareholders in July.

Preliminary results for the year to 31 December are announced in February or early March and annual reports are posted to shareholders shortly thereafter.

### Investor Relations

Our Corporate Website at [www.flomerics.com](http://www.flomerics.com) has a comprehensive Investor Relations Section. It gives the share price updated every 15 minutes along with graphs, share volumes and other investor information. It is also possible to download the Annual Reports from the website going back to 1999.

The Company is keen to maintain a dialogue with shareholders. In 2001 the Company's efforts were

recognised with the award of Best Communications at the prestigious AiM Awards.

In 2003 the Company was one of four companies nominated for the AiM award for Best Technology.

We like to hear from our shareholders and both David Tatchell and Chris Ogle are pleased to receive calls or respond to E-mails ([David.Tatchell@Flomerics.co.uk](mailto:David.Tatchell@Flomerics.co.uk) and [Chris.Ogle@Flomerics.co.uk](mailto:Chris.Ogle@Flomerics.co.uk)).

### Registered Office:

81 Bridge Road, Hampton Court, Surrey KT8 9HH

### Nominated Broker and Nominated Adviser:

Teather & Greenwood, Beaufort House,  
15 St Botolph Street, London EC3A 7QR

### Financial PR:

Buchanan Communications,  
107 Cheapside, London EC2V 6DD

### Registrars:

Capita IRG Plc, The Registry, 34 Beckenham Road,  
Beckenham, Kent BR3 4TU