

**THIS DOCUMENT IS IMPORTANT. PLEASE READ IT IMMEDIATELY. If you are in any doubt about the action you should take, you should consult a person authorised under the Financial Services and Markets Act 2000 specialising in advising on transactions of the kind described in this document.**

If you have sold or otherwise transferred all of your Ordinary Shares please send this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale was effected for onward transmission to the purchaser or transferor.

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# **FFastFill plc**

*(incorporated and registered in England and Wales with registered number 03978346)*

## **Share Premium Cancellation Authority to allot shares, dis-apply pre-emption rights and make market purchases of Ordinary Shares and Notice of Annual General Meeting**

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Your attention is drawn to the letter from the chairman of the Company which is set out on pages 4 to 6 of this document and recommends you to vote in favour of the Resolutions to be proposed at the Annual General Meeting.

The Directors, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Notice of the Annual General Meeting of the Company to be held at 12.00 p.m. on 30 July 2009 at the offices of KBC Peel Hunt Ltd at 111 Old Broad Street, London, EC2N 1PH is set out at the end of this document. A Form of Proxy for use at the Annual General Meeting is enclosed and, to be valid, the Form of Proxy must be completed in accordance with the instructions set out on it and returned to Capita Registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible, but in any event not later than forty-eight hours before the Annual General Meeting.**

Copies of this document are available from the Company's registered office and at the offices of the Company's solicitors, Field Fisher Waterhouse LLP, 35 Vine Street, London, EC3N 2AA during normal business hours on any weekday (Saturday, Sunday and public holiday excepted) for a period of one month from the date of this document and from the Company's website at <http://www.ffastfill.com/investor-relations/aim-documents>.

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### Expected timetable of principal events

Latest time and date for receipt of Form or Proxy to be valid at the Annual General Meeting	12.00 p.m. on 28 July 2009
Annual General Meeting	12.00 p.m. on 30 July 2009

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.

## DEFINITIONS

<b>“Act”</b>	The Companies Act 1985 as amended (including any modification or re-enactment thereof by the Companies Act 2006 for the time being in force)
<b>“AIM”</b>	the market of that name operated by London Stock Exchange plc
<b>“Annual General Meeting” or “AGM”</b>	the annual general meeting of the Company convened for 12.00 p.m. on 30 July 2009, notice of which is set out at the end of this document, or any adjournment of it
<b>“Board” or “Director”</b>	the directors of the Company
<b>“Business Day”</b>	a day (excluding Saturday and Sunday and public holidays in England and Wales) on which the banks are generally open for business in London for the transaction of normal banking business
<b>“Cancellation Amount”</b>	the balance standing to the credit of the share premium account of the Company as at the Effective Date
<b>“Company”</b>	FFastFill plc
<b>“Effective Date”</b>	the date that the Court Order confirming the Share Premium Cancellation is registered with the Registrar of Companies
<b>“Form of Proxy”</b>	the form of proxy for use by Shareholders at the Annual General Meeting
<b>“Group”</b>	the Company and its subsidiaries
<b>“Notice of AGM”</b>	the notice convening the AGM which is set out at the end of this document
<b>“Ordinary Shares”</b>	ordinary shares of £0.01 each in the capital of the Company
<b>“Resolutions”</b>	the resolutions set out in the Notice of AGM
<b>“Share Premium Cancellation”</b>	the proposed cancellation of the Company’s share premium account as described in this document and as set out in Resolution 8 of the Notice of AGM
<b>“Shareholders”</b>	the holders of Ordinary Shares

## **FFastFill plc**

*(incorporated and registered in England and Wales with registered number 03978346)*

*Directors:*

Keith Todd CBE (*Executive Chairman*)  
Hamish Purdey (*Chief Executive Officer*)  
Nigel McCorkell (*Joint Deputy Chairman  
and Senior Independent Non-Executive Director*)  
James Oliff (*Joint Deputy Chairman, Non-Executive Director*)  
David Hurst-Brown (*Non-Executive Director*)  
Nigel Hartnell (*Non-Executive Director*)

*Registered and head office:*

1-3 Norton Folgate  
London E1 6DB

6 July 2009

*To Shareholders and, for information only, to the holders of options under the Company's share option schemes*

Dear Shareholder,

**Purpose of meeting:**

**Annual General Meeting, Share Premium Cancellation, authority to allot shares, dis-application of pre-emption rights and authority to make market purchases of Ordinary Shares**

*Introduction*

Set out at the end of this document is a notice of the Annual General Meeting of the Company to be held at 12.00 p.m. on 30 July 2009 at the offices of KBC Peel Hunt Ltd at 111 Old Broad Street, London, EC2N 1PH. The meeting will consider and vote on the Resolutions. The Resolutions cover matters of ordinary business and matters of special business including the Share Premium Cancellation, the renewal of the Directors' authority to allot shares, granting the Directors power to allot shares on a non-pre-emptive basis and granting the Company authority to buy back its own shares.

The purpose of this document is to explain the background and reasons for the special business to be considered at the Annual General Meeting and in particular, to explain the background and reasons for the Share Premium Cancellation. It is proposed that the Company cancel its share premium account in order to restructure the Company's balance sheet so as to eliminate the accumulated losses of the Company and, subject to the protection of creditors, to create a distributable reserve. The Share Premium Cancellation will permit the Company to pay dividends out of future profits.

*Background to and reasons for the Share Premium Cancellation*

The Company was incorporated in 2000 and went through a development phase, whereby the Group established its products and services in its market place. Heavy investment in technology during this development phase resulted in operating losses throughout this period up to and including 2007. The Group has reported an operating profit for its last two financial years and is now focusing on further strengthening its sales pipeline and profitability.

Following on from the progress made to date, the Board now wants to position the Company to be able to pay future dividends in the event that the Group is profitable and has sufficient resources to do so. As at 31 March 2009, the Company had an accumulated deficit on its profit and loss account of £30,920,652 and the balance on the Company's share premium account was £32,544,145. Until the accumulated deficit on its profit and loss is eliminated, the Company will be unable to make a distribution to its shareholders.

*Share Premium Cancellation*

Under the Act, a public company may reduce or cancel its share premium account if so authorised by its articles of association providing it obtains the approval of its shareholders by special resolution in general meeting and that the High Court confirms the reduction or cancellation.

The Company is therefore seeking the approval of Shareholders to cancel the Company's share premium account. Please refer to Resolution 8 set out in the Notice of AGM.

If approved by Shareholders the Company will, as soon as practicable, apply to the High Court for an appropriate Court Order. It is expected the Court Order confirming the Share Premium Cancellation will be made on or around 16 September 2009. The Share Premium Cancellation will become effective on the Effective Date soon thereafter.

The aim of the Share Premium Cancellation is to eliminate the deficit on the Company's profit and loss account. On the Effective Date, the Company's share premium account will be cancelled and the Cancellation Amount will be applied to eliminate the deficit on the Company's profit and loss account.

The Court will be concerned to ensure that the interests of creditors as at the Effective Date are not prejudiced. The Court may require the Company to give an undertaking to, amongst other matters, transfer any amount by which the Cancellation Amount exceeds the deficit on the Company's profit and loss account on the Effective Date to a non-distributable reserve until such time as all creditors of the Company on the Effective Date have either consented to the Share Premium Cancellation, have been satisfied or have otherwise been provided for. The Company will give such undertaking as it may be advised is appropriate in the circumstances.

Following the Share Premium Cancellation, the Directors will be in a position to consider the payment of dividends out of the future distributable profits generated after the Effective Date. It should be noted that the cancellation of the share premium account will not, in itself, involve any distribution or repayment of capital by the Company to any Shareholder or other person, and will not reduce the Company's underlying assets.

#### *Authority to allot shares, disapply pre-emption rights and make market purchases of Ordinary Shares*

Under section 80 of the Act, the Directors may not exercise any powers of the Company to allot relevant securities (as defined in that section), unless authorised to do so by the Company in general meeting or by its articles of association. Under Resolution 5 set out in the Notice of AGM which is to be proposed as an ordinary resolution, the Board is seeking to re-new its authority to allot relevant securities up to the value of approximately one-third of the issued share capital of the Company as at the date of this document.

Section 89 of the Act requires that a company allotting shares for cash must first offer them to existing shareholders. However, to act in the best interests of the Company the Directors may require flexibility to allot shares for cash without regard to the provisions of section 89. Resolution 6 set out in the Notice of AGM which is to be proposed as a special resolution enables the Directors to allot Ordinary Shares on a non-pre-emptive basis up to a nominal value of £198,232.39, which corresponds to approximately 5 per cent. of the current issued share capital of the Company.

The Board believes that the Company should be in a position to purchase its own shares if it believes it would be appropriate to do so and provided such a purchase would enhance Shareholder value by increasing net asset value per Ordinary Share. In order to purchase its own shares, the Company would need to have sufficient distributable reserves at the time to be able to do so. Accordingly, the Board is proposing that the Company be authorised to make limited market purchases of Ordinary Shares. Resolution 7 set out in the notice of AGM which is to be proposed as a special resolution will authorise the purchase of up to £396,464.79 in nominal value of Ordinary Shares, representing approximately 10 per cent. of the Company's current issued share capital. The minimum and maximum prices at which shares could be purchased would be 1p (the nominal value of the Ordinary Shares) and 105 per cent. of the closing middle market quotation for an Ordinary Share (respectively), as derived from the Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Ordinary Shares are purchased.

The Directors believe that the limited authorities and powers provided by Resolutions 5, 6 and 7, which are in line with institutional shareholder voting guidelines, will maintain a desirable degree of flexibility. Unless previously revoked or varied the authorities and disapplications provided by these resolutions will expire on the conclusion of the next annual general meeting of the Company.

#### *Annual General Meeting*

You will find set out at the end of this document a notice convening the Annual General Meeting of the Company for 12.00 p.m. on 30 July 2009 to held at the offices of KBC Peel Hunt Ltd at 111 Old Broad Street, London, EC2N 1PH.

In addition to the special business already described above, the AGM will consider matters of ordinary business comprising the receipt of the directors' report and accounts for the financial year ended 31 March 2009 and the auditors' report on the accounts, the re-appointment of certain Directors in accordance with the articles of association of the Company and the re-appointment of the auditors of the Company.

*Action to be taken*

The Form of Proxy for use by Shareholders in relation to the Annual General Meeting is enclosed. If you are unable to be present at the Annual General Meeting, please complete and sign the Form of Proxy and return it to the Company's registrars, Capita Registrars, to be received as soon as possible and, in any event, by no later than forty-eight hours before the Annual General Meeting.

You are entitled to appoint a proxy to attend and vote instead of you. However, the completion and return of the Form of Proxy will not prevent you from attending the Annual General Meeting and voting in person if you wish to do so.

*Recommendation*

The Board believes that the proposals set out in this document are in the best interests of Shareholders and would promote the success of the Company for the benefit of its members as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the Annual General Meeting, as they intend to in respect of their own shareholdings.

Yours sincerely,

Keith Todd CBE  
**Executive Chairman**

## **FFastFill plc**

*(Registered and incorporated in England and Wales No. 03978346)*

### **Notice of Annual General Meeting**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of FFastFill plc (the “**Company**”) will be held at the offices of KBC Peel Hunt Ltd at 111 Old Broad Street, London, EC2N 1PH at 12.00 p.m. on 30 July 2009 for the following purposes:

#### **ORDINARY BUSINESS**

1. To receive the directors’ report and accounts for the financial year ended 31 March 2009 and the auditors’ report on the accounts.
2. To reappoint Mr. David Hurst-Brown as a director of the Company who retires by rotation pursuant to the Company’s articles of association and who, being eligible, offers himself for re-election.
3. To re-appoint Mr. Hamish John Purdey as a director of the Company, who, having been appointed since the last annual general meeting, holds office in accordance with the Company’s articles of association until the upcoming annual general meeting and being eligible, offers himself for re-appointment.
4. To reappoint Baker Tilly UK Audit LLP as the 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**

To consider, and if thought fit, to pass the following resolutions of which the resolution numbered 5 will be proposed as an ordinary resolution and the resolutions numbered 6, 7 and 8 will be proposed as special resolutions:

##### **Ordinary Resolution**

5. That in substitution for all authorities in existence immediately prior to this resolution being passed, the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 as amended (the “**Act**”) to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £1,321,549.29 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the annual general meeting of the Company to be held in 2010 save 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 pursuant to any such offer or agreement notwithstanding such expiry.

##### **Special Resolutions**

6. That conditional on the passing of resolution 5 above and in substitution for all existing powers pursuant to section 95 of the Act, the directors be and are hereby empowered to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by resolution 5 above 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 an issue in favour of the holders of ordinary shares in the Company in proportion (as nearly as may be) to their respective holdings of ordinary shares, subject only to exclusions or other arrangements which the directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or the requirements of any regulatory body or stock exchange in any territory; and
  - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £198,232.39,

and the power hereby granted shall expire at the conclusion of the annual general meeting of the Company to be held in 2010 save 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 but otherwise in accordance with the foregoing provisions of this power in which case the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

7. That the Company be and is hereby authorised pursuant to section 166 of the Act to make market purchases (within the meaning of section 163(3) of the Act) on the AIM market of London Stock Exchange plc of its ordinary shares on such terms and in such manner as the directors shall determine, provided that:
  - (a) the Company does not purchase under this authority ordinary shares with an aggregate nominal value of more than £396,464.79;
  - (b) the Company does not pay less than the nominal value for such a share;
  - (c) the Company does not pay more for such a share than 5 per cent. over the average of the middle market quotations for the ordinary shares according to the AIM Appendix of the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the date on which the Company agrees to buy the share concerned;
  - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the Company's annual general meeting to be held in 2010; and
  - (e) the Company may agree before the authority terminates under sub-paragraph (d) above to purchase ordinary shares where the purchase will or may be executed after the authority terminates (either wholly or in part), whereupon the Company may complete such a purchase even though the authority has terminated.
8. That the share premium account of the Company be and is hereby cancelled.

By order of the Board

Dated 6 July 2009

Paul Colcombe  
Company Secretary

*Registered Office*  
1-3 Norton Folgate  
London  
E1 6DB

## 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 proxy need not be a shareholder of the Company. 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. Should you wish to appoint more than one proxy please follow the instructions on the accompanying form of proxy. To be valid, the form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be lodged at the offices of the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof (as the case may be).
2. The completion and return of a form of proxy will not preclude a member from attending in person at the meeting and voting should he wish to do so.
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. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those members entered on the register of members at 6pm on the day which is two days before the day of the meeting or the adjourned meeting shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of 1p each in the capital of the Company held in their name at that time. Changes to the register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.