

ALL POINTS NORTH PLC

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of All Points North PLC (the “Company”) will be held at The Cafe Bar, Winckley Street, off Winckley Square, Preston, PR1 2AA on Wednesday 26th October 2011 at 12 o’clock noon for the following purposes:

ORDINARY BUSINESS

To consider and if thought fit, to pass the following Resolutions which will be proposed as Ordinary Resolutions in respect of resolutions 1 to 4 (inclusive) and as a Special Resolution in respect of resolution 5:

1. To receive the Company's annual accounts for the financial year ended 31 March 2011 together with the last directors' report and the auditors' report on those accounts and the auditable part of the remuneration report.
2. To reappoint as a director Kevin Philbin who retires by rotation.
3. To reappoint RSM Tenon Audit Limited as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the company at a remuneration to be determined by the directors.
4. That the board of directors of the Company (“Directors”) be generally and unconditionally authorised to allot Relevant Securities (as defined in note 6 below):
 - 4.1 comprising equity securities (as defined by section 560 of the Companies Act 2006 (“CA 2006”)) up to an aggregate nominal amount of £46,041.87 (such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 4.2 below) in connection with an offer by way of a rights issue:
 - (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange (including the Aim market of the London Stock Exchange); and

- 4.2 in any other case, up to an aggregate nominal amount of £24,652.71 (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 4.1 above in excess of £24,652.71),

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date fifteen calendar months from the date of passing of this resolution or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

5. THAT, subject to the passing of resolution 4, the Directors be given the general power to allot equity securities (as defined by section 560 of the CA 2006) for cash, either pursuant to the authority conferred by resolution 4 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- 5.1 the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under 4.1, by way of a rights issue only):

- (a) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
- (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- 5.2 the allotment (otherwise than pursuant to paragraph 5.1 above) of equity securities up to an aggregate nominal amount of £24,652.71.

The power granted by this resolution will expire on the date fifteen calendar months from the date of passing of this resolution or, if earlier, the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if either section 89(1) of the Companies Act 1985 or section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

BY ORDER OF THE BOARD

Kevin Philbin
Company Secretary

28th September 2011

Registered office:

Cumbria House
Gilwilly Road
Penrith
Cumbria
CA11 9FF

NOTES:

1. A member entitled to attend and vote at the meeting convened by the notice set out above is entitled to appoint a proxy (or proxies) to attend and, on a poll, to vote in his place. A proxy need not be a member of the Company.
2. A form of proxy is enclosed. To be effective, it must be deposited at the office of the Company's registrars so as to be received not later than 48 hours before the time appointed for holding the annual general meeting. Completion of the proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.
3. The register of interests of the Directors and their families in the share capital of the Company and copies of contracts of service of directors with the Company or with any of its subsidiary undertakings will be available for inspection at the registered office of the Company during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the AGM.
4. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 12 noon on 24th October, 2011 or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting.

5. Members who wish to communicate with the Company by electronic means in connection with the matters set out in this notice of annual general meeting may do so by contacting the Company at info@allpointnorthplc.com on or before 24th October 2011.

6. Notes to resolution 4 granting authority to allot shares

This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the CA 2006. The Company's existing authority to allot will expire in November 2011.

This resolution complies with guidance issued by the Association of British Insurers (ABI) in December 2008 and will, if passed, authorise the Directors to allot:

- 6.1 in relation to a pre-emptive rights issue only, equity securities (as defined by section 560 of the CA 2006) up to a maximum nominal amount of £46,041.87 which represents approximately 62% of the Company's issued ordinary shares (excluding treasury shares) as at 28th September 2011. This maximum is reduced by the nominal amount of any Relevant Securities allotted under paragraph 1.2; and
- 6.2 in any other case, Relevant Securities up to a maximum nominal amount of £24,652.71 which represents approximately 33.3% of the Company's issued ordinary shares (excluding treasury shares) as at 28th September 2011. This maximum is reduced by the nominal amount of any equity securities allotted under paragraph 1.1 in excess of £24,652.71;

Therefore, the maximum nominal amount of Relevant Securities (including equity securities) which may be allotted under this resolution is £46,041.87.

As at close of business on 28th September 2011, the Company did not hold any treasury shares.

The authority granted by this resolution will expire on the date fifteen calendar months from the date of passing of this resolution or, if earlier, the date of the next annual general meeting of the company.

The Directors have no present intention to exercise this authority.

Relevant Securities means:

Shares in the Company other than shares allotted pursuant to:

- (a) an employee share scheme (as defined by section 1166 of the CA 2006);
- (b) a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
- (c) a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.

Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the CA 2006). References to the allotment of Relevant Securities in the resolution include the grant of such rights.

7. Notes to resolution 5 disapplying pre-emption rights

This resolution will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 4, to allot equity securities (as defined by section 560 of the 2006 Act) or sell treasury shares for cash without first offering them existing shareholders in proportion to their existing holdings:

in relation to pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary, up to a maximum nominal amount of £46,041.87 which represents approximately 62% of the Company's issued ordinary shares as at 28th September 2011; and

in any other case, up to a maximum nominal amount of £24,652.71 which represents approximately 33.3% of the Company's issued ordinary shares as at 28th September 2011.

The power granted by this resolution will expire on 26th January 2013 or, if earlier, the date of the next annual general meeting of the Company.

The Directors have no present intention to exercise this authority.