

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should immediately seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are outside the United Kingdom.

This document does not constitute an offer to sell or a solicitation of an offer to buy ordinary shares in the Company or any other security.

If you have sold or transferred all your Ordinary Shares in Blue Star Capital plc, please forward this document together with the accompanying Form of Proxy to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Blue Star Capital plc

(incorporated in England with registered number 05174441)

Notice of Annual General Meeting

Notice of the Annual General Meeting of the Company to be held at 2.00 p.m. at 3 Fitzhardinge Street, London W1H 6EF on 22 June 2011 is set out at the end of this document.

If you are a shareholder, please complete, sign and return the accompanying Form of Proxy in accordance with the instructions thereon as soon as possible and in any event so as to arrive at the offices of the Company's Registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 2.00 p.m. on 20 June 2011. Completion and return of the Form of Proxy will not prevent you from attending and voting at the Annual General Meeting in person, should you so wish.

Copies of this document are available from the Company's registered office during normal business hours on any weekday (Saturday, Sunday and public holiday excepted) until 21 June 2011.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Notice of Annual General Meeting posted to Shareholders	27 May 2011
Latest time and date for receipt of Form or Proxy to be valid	at 2.00 p.m. on 20 June 2011
Annual General Meeting	at 2.00 p.m. on 22 June 2011

DEFINITIONS

“Act”	the Companies Act 2006, as amended
“AIM”	the market of that name operated by the London Stock Exchange
“Business Day”	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
“Company” or “Blue Star”	Blue Star Capital plc registered in England and Wales with registered number 05174441
“Annual General Meeting” or “AGM”	the Annual General Meeting of the Company convened for 2.00 p.m. on 22 June 2011 to approve the Resolutions or any adjournment of it
“Form of Proxy”	the form of proxy for use by Shareholders at the AGM
“Notice of AGM”	the notice convening the AGM which is set out at the end of this document
“Ordinary Shares”	Ordinary shares of £0.001 pence each in the capital of the Company
“Report and Accounts”	the Company’s consolidated report and accounts for the period ended 30 September 2010
“Resolutions”	the Resolutions set out in the Notice of AGM
“Shareholders”	the holders of Ordinary Shares

Blue Star Capital plc

(Company Number: 05174441)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING of BLUE STAR CAPITAL PLC (the "Company") will be held at 3 Fitzhardinge Street, London W1H 6EF at 2.00 p.m. on 22 June 2011 for the following purposes:

Ordinary Resolutions

- 1 To receive and adopt the accounts, together with the directors' and auditors' reports for the period ended 30 September 2010.
- 2 To re-elect Lord Dear as a director of the Company who being eligible offers himself for re-election.
- 3 To re-elect Dr Richard Leaver as a director of the Company who being eligible offers himself for re-election.
- 4 To re-elect Anthony Fabrizi as a director of the Company who being eligible offers himself for re-election.
- 5 To re-elect Noel Lyons as a director of the Company who being eligible offers himself for re-election.
- 6 To re-appoint BDO Stoy Hayward LLP as auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the directors to fix their remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions of which Resolution 7 will be proposed as an ordinary resolution and Resolutions 8 and 9 will be proposed as special resolutions.

Ordinary Resolution

- 7 That the directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of that section) of the Company up to an aggregate amount of £15,026 such authority (unless previously revoked or varied) to expire at the conclusion of the annual general meeting of the Company to be held in 2012 save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

Special Resolutions

- 8 That, subject to the passing of the previous resolution, the directors be and they are hereby granted power pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred on them by Resolution 7 above as if section 561 of the Act did not apply to such allotment, provided that such power be limited to:
 - (i) the allotment of equity securities which are offered to all the holders of equity securities of the Company (at a date specified by the directors) where the equity securities respectively attributable to the interests of such holders are as nearly as practicable in

proportion to the respective number of equity securities held by them, but subject to such exclusions and other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements and any legal or practical problems under any laws or requirements of any regulatory body or stock exchange in any territory or otherwise; and

- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £15,026 and provided that this power shall expire on the conclusion of the next annual general meeting of the company after the passing of this resolution save that the Company may make an offer or enter into an agreement before the expiry of that date which would or might require equity securities to be allotted after that date and the directors may allot equity securities in pursuance of such an offer as if the power conferred hereby had not expired.

9 THAT the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 0.1p each in the capital of the Company provided that:

- (i) the maximum number of ordinary shares hereby authorised to be purchased is 15,026,093;
- (ii) the minimum price which may be paid for ordinary shares is 0.1p per ordinary share;
- (ii) the maximum price at which ordinary shares may be purchased is an amount equal to 105% of the average of the middle market prices shown in the quotations for an ordinary share according to the AIM Appendix of the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the date of purchase; and
- (iv) the authority to purchase hereby conferred shall, unless renewed prior to such time, expire at the date of the next annual general meeting of the Company save that the Company may before such expiry enter into a contract of purchase under which such purchase may be completed or executed wholly or partly after the expiration of this authority.

By order of the Board

Rawlison & Butler Nominees Limited
Company Secretary

Registered office:
Griffin House
135 High Street
Crawley
West Sussex RH10 1DQ

Dated 27 May 2011

Notes:

- 1 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the register of members of the Company as at 6.00 p.m. **on 20 June 2011** or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned 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 entries in the register of members after 6.00 p.m. **on 20 June 2011** or, in the event that the meeting is adjourned, after 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at a meeting.
- 2 A member is entitled to appoint one or more persons as proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

Appointment of a proxy does not preclude a member from attending the meeting and voting in person.
- 3 A form of proxy is enclosed. To be valid, it must be completed, signed and sent to the offices of the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. The form of proxy must be signed by the shareholder appointing Capita Registrars, so as to arrive no later than 2.00 p.m. **on 20 June 2011** or, in the event that the meeting is adjourned, by no later than 48 hours before the time of any adjourned meeting.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using 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.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (formerly CRESTCo'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 the Capita Registrars (ID **RA10**) by no later than 2.00 p.m. **on 20 June 2011**. No such message received through the CREST network after this time will be accepted. 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 the Capita Registrars Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change in instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system 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 service provider(s), to procure that his 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

Blue Star Capital plc

(Company Number: 05174441)

Form of Proxy FOR USE AT THE ANNUAL GENERAL MEETING

I/We _____
Please insert full name(s) and address(es) in BLOCK CAPITALS

of _____

being (a) member(s) of Blue Star Capital plc hereby appoint the Chairman of the Meeting or (see Note 3)

as my/our proxy to vote for me/us and on my/our behalf of the Annual General Meeting of the Company to be held at 3 Fitzhardinge Street, London W1H 6EF on 22 June 2011 at 2.00 p.m. and at any adjournment thereof.

I/We direct the proxy to vote in respect of the resolutions to be proposed at the Meeting as indicated below (see Note 6).

Signature: _____ Date: _____ 2011

ORDINARY RESOLUTIONS	For	Against	Vote withheld
1 To receive and adopt the reports of the directors and the independent auditors and the accounts for the year ended 30 September 2010			
2 To re-elect Lord Dear as a director			
3 To re-elect Dr Richard Leaver as a director			
4 To re-elect Anthony Fabrizi as a director			
5 To re-elect Noel Lyons as a director			
6 To re-appoint BDO Stoy Hayward LLP as auditors of the Company and to authorise the directors to fix their remuneration			
SPECIAL BUSINESS Ordinary Resolution			
7 To authorise the directors to allot shares			
Special Resolutions			
8 To disapply the statutory pre-emption provisions			
9 To authorise the Company to buy back its own shares			

SEE NOTES OVERLEAF

PLEASE INSERT INTO PRE-PAID ENVELOPE SUPPLIED



Notes:

- 1 Please indicate how you wish your proxy to vote on the resolutions by inserting 'X' in the appropriate space.
- 2 In the case of a corporation the proxy must be under its common seal (if any) or the hand of its duly authorised agent or officer. In the case of an individual the proxy must be signed by the appointor or his attorney, duly authorised in writing.

This form of proxy has been sent to you by post. It may be returned by either of the following methods: in hard copy form by post to Capita Registrars, PXS, Beckenham, Kent BR3 4BR or by courier or hand to Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; or in the case of CREST members, by using the CREST electronic proxy appointment service. CREST members should refer to note 1 to the notice of Annual General Meeting in relation to the submission of a proxy appointment via CREST.

In each case the proxy appointment must be received not less than 48 hours before the time for the holding of the meeting or adjourned meeting together (except in the case of appointments utilising the CREST electronic appointment service) with any authority (or a notarially certified copy of such authority) under which it is signed.

- 3 If you wish to appoint a proxy other than the Chairman of the meeting, delete the words 'the Chairman of the Meeting' and insert the name and address of your proxy in the space provided. Please initial the amendment. A proxy, who need not be a member of the Company, must attend the meeting in person to represent you.
- 4 In the case of joint holders the signature of only one of the joint holders is required but, if more than one votes, the vote of the first named on the register of members will be accepted to the exclusion of other joint holders.
- 5 Completion of a Form of Proxy will not prevent the holder(s) of Ordinary shares from attending and voting at the meeting in person should they so wish.
- 6 If no indication of how the proxy shall vote is given, the proxy will exercise discretion as to voting or abstention therefrom.
- 7 The Company, pursuant to regulation 41 of The Uncertificated Securities Regulations 2001, specifies that only those ordinary shareholders registered in the register of members of the Company at 6.00 p.m. 48 hours before the meeting shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 8 To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.