



SPRUE AEGIS

9 May 2013

To the holders of Ordinary Shares

Notice of Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of our forthcoming Annual General Meeting ("AGM") which we are holding at 11.30 am on 4 June 2013 at The Devon Room, The Hilton Birmingham Metropole, the formal business of which is set out on the enclosed Notice of AGM.

I enclose herewith the Company's statutory accounts for the year ended 31st December 2012, together with the usual Notice of AGM and proxy form.

Please note that in order to reduce costs, a business summary has been posted on our web site <http://www.sprueaegis.com/News.aspx>

If you would like to vote on the resolutions but cannot come to the AGM, I would urge you to please fill in the proxy form sent to you with this notice and return it to our registrars, Nevilles, as soon as possible. They must receive it by 5 pm on 31 May 2013 for it to be effective.

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them in respect of their own beneficial holdings and unanimously recommends that you do so as well.

As indicated in the announcement issued by the Company on 3 May 2013 (enclosed), the Independent Directors of the Company will provide a detailed response in due course to the offer document published by BRK Brands Europe Limited on 3 May 2013. The Independent Directors consider that this offer fundamentally undervalues the Company and they continue to urge shareholders to take no further action in relation to the offer.

Yours faithfully,

Graham Whitworth
Chairman and Group CEO

Products That
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BRK
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Registered Office Bridge House, 4
Borough High Street, London SE1 9QR
Registered No 3991353
VAT No GB 765 3419 14

NOTICE OF ANNUAL GENERAL MEETING

This year's Annual General Meeting will be held at 11.30 am on 4 June 2013 at The Devon Room, The Hilton Birmingham Metropole, National Exhibition Centre, Birmingham, B40 1PP. You will be asked to consider and pass the resolutions below.

Ordinary Resolutions

1. To receive the Directors' Report and Audited Accounts for the year ended 31st December 2012.
2. To re-appoint Peter Brigham a director of the company retiring by rotation.
3. To re-appoint William Payne a director of the company retiring by rotation.
4. To re-appoint Ashley Silverton a director of the company retiring by rotation.
5. To re-appoint Baker Tilly UK Audit LLP as auditors and to authorise the directors to determine their remuneration.
6. To declare a final dividend of 4.0 pence per ordinary share in respect of the year ended 31 December 2012. The dividend will be paid to shareholders on the record at 21 June 2013, and will be paid on 5 July 2013.

By order of the Board 9 May 2013

William Payne
Company Secretary

c/o Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
West Midlands
B63 3DA

Sprue Aegis plc (Company)

Annual General Meeting

Proxy Form

Shareholder Name:	
Shareholder address:	
Number of shares held:	

Before completing this form, please read the proxy form notes at the end of this form.

I /We being a member of the Company appoint the Chairman of the meeting or (see the proxy form notes)

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as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on 4 June 2013 at 11.30 am at The Devon Room, The Hilton Birmingham Metropole, National Exhibition Centre, Birmingham, B40 1PP and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

RESOLUTIONS	For	Against
1. To receive the statutory accounts for the year ended 31 December 2012		
2. To approve the re-appointment of Peter Brigham as a director		
3. To approve the re-appointment of William Payne as a director		
4. To approve the re-appointment of Ashley Silverton as a director		
5. To approve the re-appointment of Baker Tilly UK Audit LLP as auditors		
6. To approve the declaration of a dividend		

Signature	Date

Proxy Form Notes

Appointment of Proxy

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.
2. You can only appoint a proxy using the procedures set out in these notes.
3. 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. If a Member appoints more than one person to act as his proxy the instrument appointing each proxy shall specify the shares held by the Member in respect of which each proxy is to vote and no Member may appoint more than one proxy (save in the alternate) to vote in respect of any one share held by that Member. To appoint more than one proxy, contact Reece Mason at Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA.
4. A proxy need not be a shareholder of the Company.
5. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 14 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

Submitting a Proxy Form

6. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Reece Mason at Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA.
7. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
8. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. To be valid any proxy form or other instrument appointing a proxy must be completed and signed, and received by post or (during normal business hours only) by hand to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, in each case no later than 5 pm on 31 May 2013.
10. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Corporate Shareholders

11. In the case of a member which is a company, this 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.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Joint shareholders

13. 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).

CREST

14. 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 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.
15. 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 specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is 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 issuer's agent (ID 7RA11) by 5pm on 31 May 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the

issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

16. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
17. 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.

Changing Proxy Instructions

18. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
19. Where you have appointed a proxy and would like to change the instructions, please contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

20. In order to revoke a proxy instruction you will need to inform the Company by sending a signed notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA. In the case of a member which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
21. In either case, the revocation notice must be received by the Company no later than 1 hour at least before the time fixed for holding the meeting.
22. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.

Voting Rights

23. As at 8 May 2013 (being the last business day prior to the publication of the Notice of AGM) the Company's issued share capital consists of 38,685,373 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 8 May 2013 are 38,685,373.
24. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - 6.00 pm on 31 May 2013; or
 - if this Meeting is adjourned, at 6.00 pm on the day two working days prior to the adjourned meeting;

shall be entitled to attend and vote at the AGM.