A decorative green vine with small leaves and tendrils winds around the text, starting from the bottom left and extending across the page.

NOTICE OF ANNUAL GENERAL MEETING

The London Stock Exchange, 25 June 2010

shareplc:





We've grown

While 2009 found many companies still waiting for the green shoots of recovery to appear, Share plc flourished. In fact, the past 12 months have seen an encouraging growth in our business.

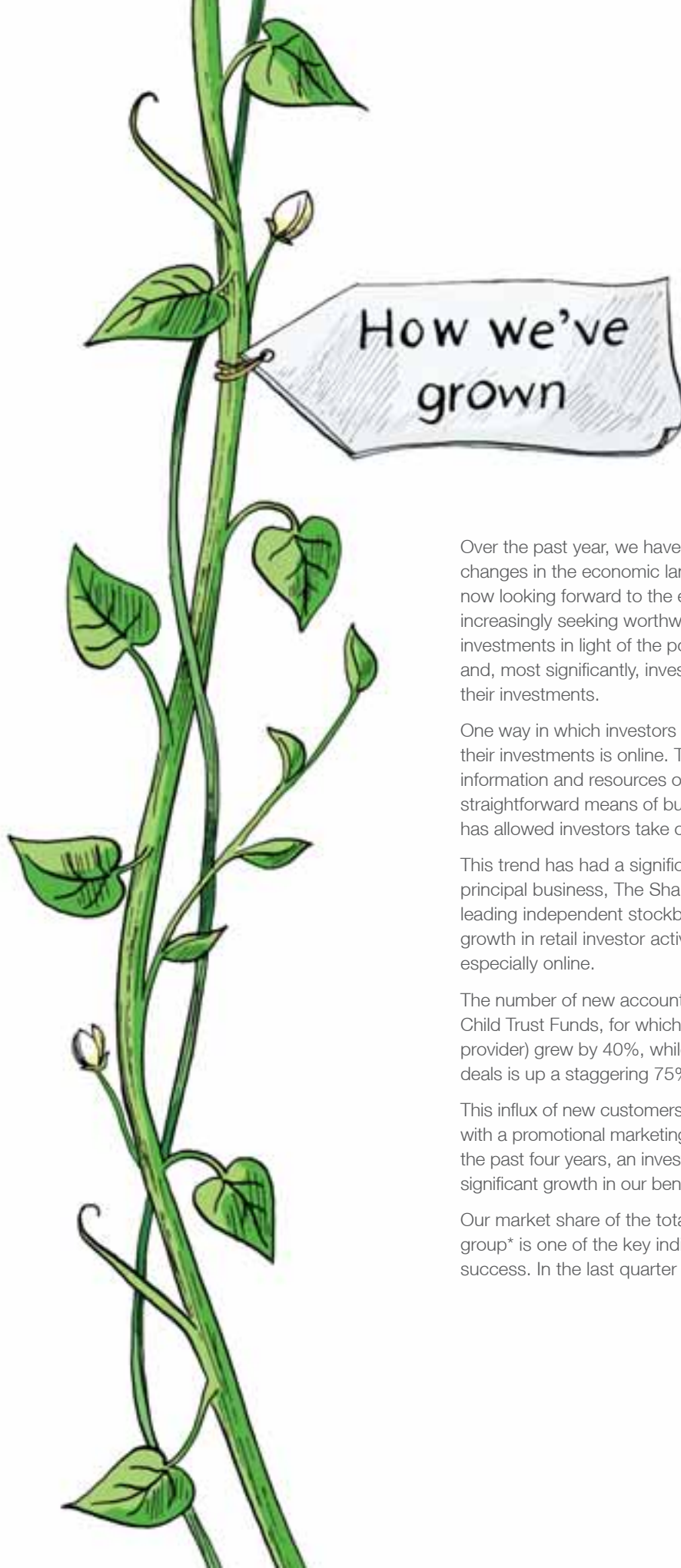
The seeds of this growth were carefully planted over the past four years, with significant investment in both our systems and our marketing. It is this investment which has put us in a prime position to benefit from the current economic landscape.

As retail investors seek greater control of their savings and investments online, The Share Centre's simple and straightforward approach to investing has resonated with people who want to take charge of their finances, easily and without complication.

Over the following pages, we tell you more about how this growth has been achieved and give details of our AGM which takes place on Friday 25 June 2010, at the London Stock Exchange.

We look forward to seeing you at the AGM. In the meantime, we're delighted to share our highlights from 2009 with you.

- ☀ **Increase in retail investor activity** especially online
- ☀ **Deal volumes increased 75%** relative to 2008
- ☀ **Revenue increased 18%** 18.0% to £14.1 million
- ☀ **Operating profit increased 65%** to £2.2 million
- ☀ **Interim dividend declared for 2010** 0.25p per share



How we've grown

Over the past year, we have experienced some profound changes in the economic landscape. The stock market is now looking forward to the end of recession, people are increasingly seeking worthwhile returns from stock market investments in light of the poor returns on bank deposits and, most significantly, investors want greater control over their investments.

One way in which investors are seeking more control over their investments is online. The vast amount of financial information and resources on the Internet combined with straightforward means of buying and selling investments, has allowed investors take charge of their capital with ease.

This trend has had a significant effect on the Group's principal business, The Share Centre, one of the UK's leading independent stockbrokers. It has seen significant growth in retail investor activity over the past 12 months, especially online.

The number of new accounts opened in 2009 (excluding Child Trust Funds, for which we are a Revenue-Allocated provider) grew by 40%, while the total number of customer deals is up a staggering 75%.

This influx of new customers to The Share Centre coincides with a promotional marketing spend of more than £8m over the past four years, an investment which has also seen a significant growth in our benchmarked revenue market share.

Our market share of the total revenue earned by our peer group* is one of the key indicators we use to measure our success. In the last quarter of 2009, this rose to 5.91%.



That's an increase of more than 10% over the past year and more than 19% over the past three years.

So, not only has the Group grown as a result of market activity, we've also outperformed some of our closest competitors.

2009 saw the Group increase revenue by 18.0% to £14.1m, compared to £12.0m in 2008. A closer look at this figure reveals an even more significant rise in customer activity, with dealing and fee revenue growing by 28.8%.

As reported in previous years, the income from interest on customers' money has been underpinned by our interest rate protection policy. While this has stood us in good stead when compared to our peers, the interest income has been relatively static year on year.

One of the key priorities of the Group is to operate a scalable business model. This remains a central consideration in introducing new products and services, and is reflected in the fact overheads were increased by just 9% last year at a time when dealing volumes alone grew by 75%.

While overall profit before tax has increased by 61%, it's worth bearing in mind the exceptional one-off costs incurred when we introduced our shares onto the Alternative Investment Market (AIM) in 2008 and the reduction in interest on our cash reserves, which are not covered by our interest rate protection policy.

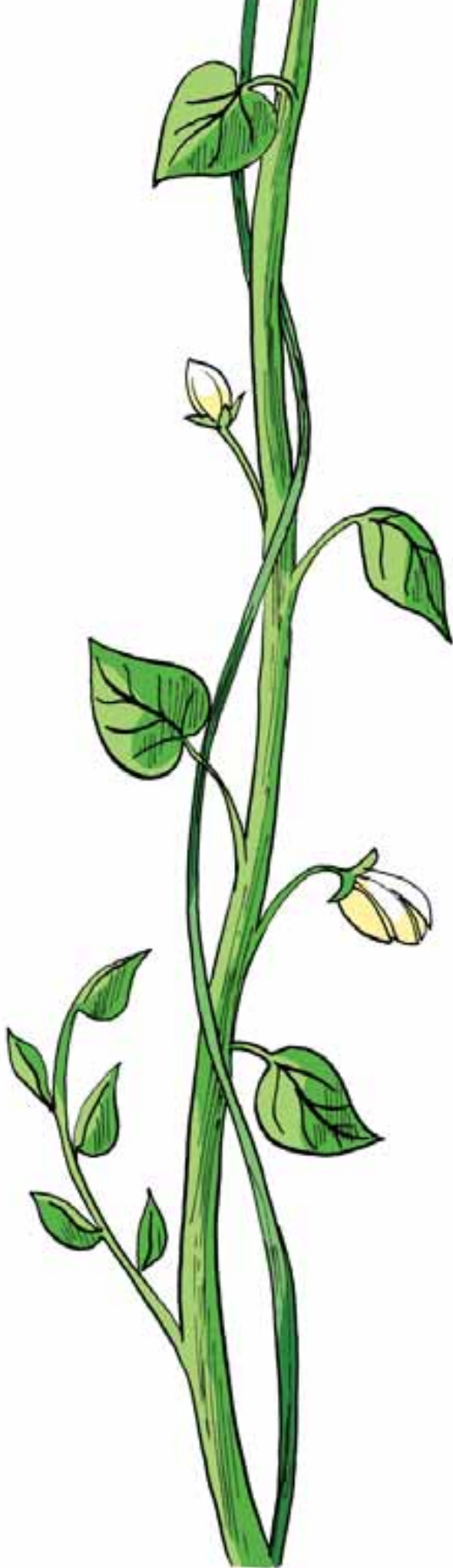
During 2009, the Group demonstrated a significant growth in its already strong balance sheet, with £13.8m of cash held. Our performance during the year and the strength of our balance sheet means we are able to continue increasing our dividend returns.

As such, we are pleased to announce an interim dividend of 0.25p per share in respect of the year 2010, rather than a final dividend in respect of 2009. In paying the dividend ahead of the new tax year, when some tax payers will see their marginal tax rate increase, a significant amount of our shareholders will benefit from paying less tax.



Revenue growth

* Our benchmark peer group comprises: Alliance Trust Savings, Barclays Stockbrokers, E*Trade Securities, Equiniti, Halifax Sharedealing, HSBC Stockbrokers, Natwest Stockbrokers, Saga Personal Finance, Selftrade, and T D Waterhouse Investor Services Europe.



In addition to our strong financial growth, we have grown in other areas too. Following improvements made to The Share Centre's website, for example, Internet activity has increased substantially with page views up 177%, total sign-ins up 57% and online deals up 119%.

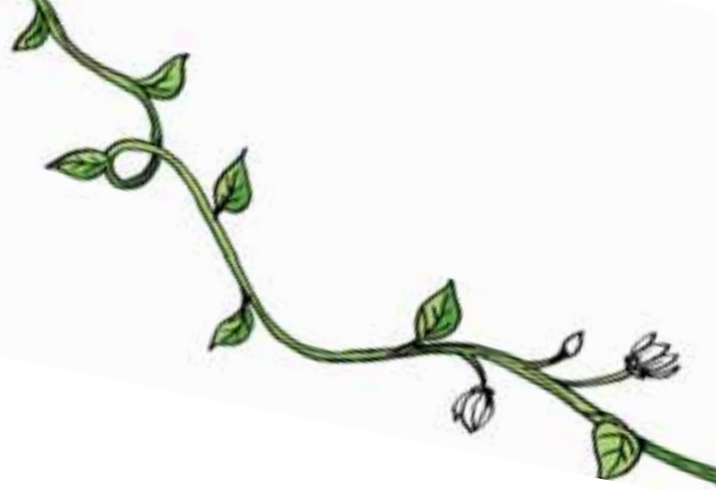
In 2009, we also placed a new emphasis on managed funds. To this end, we launched the Fund Centre, a new area of our website dedicated to promoting investment funds.

The Fund Centre is central to the promotion of our new Platinum 120 range, a collection of funds cherry-picked by our advisers designed to offer good, long-term performance at competitive prices. Supporting this initiative is The Fundholder, our new investor magazine which also highlights funds we believe are worth holding.

This new focus on funds has already started to produce results with a doubling in the value of funds in customer accounts over the past year.



Operating profit



Coverage of The Share Centre in the media flourished during the year, its robust PR programme cementing the company's reputation as a leading authority in personal finance.

Our fund administration company Sharefunds saw a major expansion in 2009, following an agreement with WAY Fund Managers under which Sharefunds supplies fund accounting services for its funds under management.

Combined with an intended minority investment in WAY's business from Share plc, this will enable Sharefunds to broaden its administration capabilities and compete in a market where investment management is increasingly being separated from administration functions.

Sharemark too has made considerable progress in particular providing quoted companies experiencing high bid-offer spreads on other markets with the opportunity to improve their liquidity.

Don't forget, as a shareholder you also qualify for dealing commission credit which can significantly reduce the cost of your dealing – up to £300 per quarter. If you'd like more details please visit www.shareplc.com.

In order to continue passing on benefits to our shareholders, all the Group companies are looking at new ways to grow their business and revenues in 2010.

For example, given the current uncertainty concerning retirement savings, The Share Centre is undertaking a review of its pension strategy to determine how best to progress after the forthcoming general election.

Sharefunds, meanwhile, will continue to explore development prospects in the administration of small and medium size funds, an area of increasing opportunity for low cost-based operations such as Sharefunds.

Likewise, Sharemark will maintain its strategy of attracting companies looking to provide a shareholders' exit route, or wishing to avoid the high cost of a flotation, while keeping ongoing fees at a sensible level.

And, in anticipation of a prolonged period of low interest rates, we are exploring new ways of increasing interest receipts on client and house money.

With these initiatives and others in mind, we are confident we're well positioned to continue demonstrating superior growth in 2010.

Our full 2009 Annual Report can be viewed at www.shareplc.com. Alternatively, you can request a copy by calling us on 01296 41 41 41.



What we do

The Share Centre — www.share.com

The Share Centre was founded in 1990 to help more people enjoy straightforward investing. Since then, its reputation for plain speaking, fair value and quality advice has ensured its place as one of the UK's leading retail stockbrokers with more than 200,000 customers entrusting over £1.2 billion of their investments into its care.

Passionate about investment, The Share Centre's investor accounts and services are designed to make investing in the stock market easy, whether online or by phone.

Sharing knowledge is at the heart of what The Share Centre does. As such, it offers a wealth of free information and resources to help investors make better informed decisions about their investments.

The Share Centre also offers a host of services to corporates serving their own retail customers. These include white-label stockbroking, EIS fund administration and Share Incentive Plans.

Sharemark — www.sharemark.com

Sharemark is a simple, flexible and cost-effective stock market for small companies, specifically designed to help raise liquidity. It is ideal for organisations whose shares are traded infrequently, offering an exit route to existing shareholders, including employees.

The market doesn't rely on bid-offer spreads. Instead, shares are traded at a single price – bought and sold at auctions which take place at a frequency set to meet investor

demand, providing investors with a fair and transparent pricing mechanism.

Sharemark offers companies great flexibility by allowing them to trade in a closed market or dual trade with continuous markets such as AIM. By dual trading, companies can further raise their profile, increase liquidity and broaden their shareholder base.

It also represents great value for money to many companies. Low admission fees and inexpensive ongoing costs mean it's possible for some companies to save up to £145,000 a year by delisting from a market like AIM and trading on Sharemark.

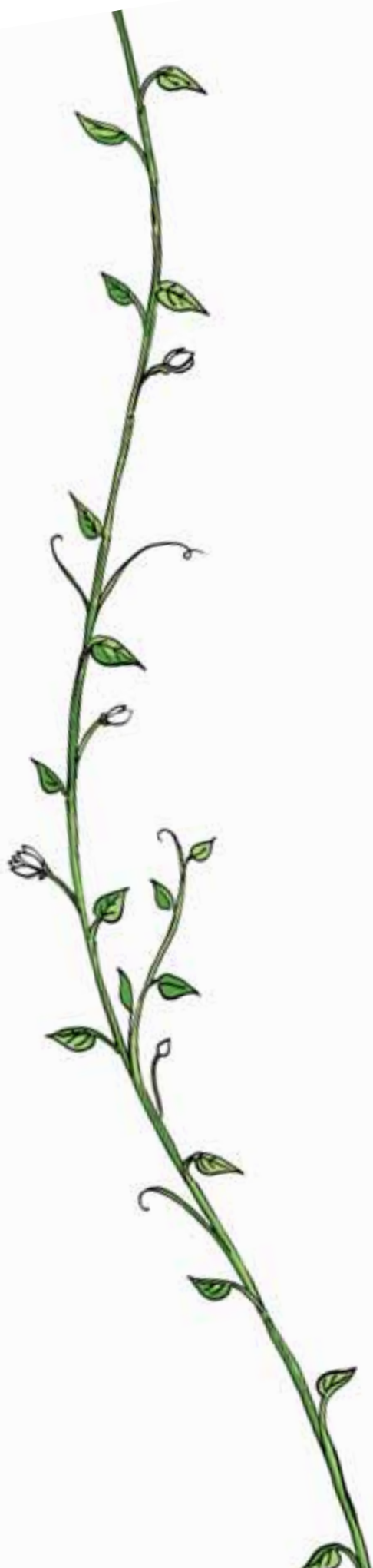
Sharefunds — www.sharefunds.com

Sharefunds offers expertise in fund administration services at a cost-effective price. Its main services include investment processing, client handling, compliance and documentation, all of which can be tailored to suit the individual requirements of companies.

Sharefunds can be appointed as the authorised corporate director of any Open Ended Investment Company to deal with ongoing regulatory responsibility and is able to act as administrator and registrar for the fund, freeing investment companies to focus on driving fund performance for their investors.

In 2009, Sharefunds added fund accounting to the list of solutions it offers fund managers.





See for yourself

Come and see for yourself how we've grown at our AGM. This year, the meeting will be held at 11:00 on Friday 25 June at the London Stock Exchange.

Please note: it is important you inform us of your intention to attend the AGM, so we can ensure your smooth passage through the London Stock Exchange's security procedures.

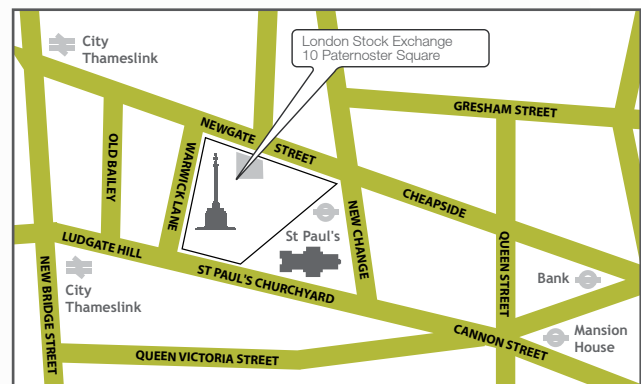
Call us on 01296 41 41 41 or email agm@share.co.uk should you wish to attend.

Details of the resolutions to be put to the AGM are overleaf. There's also a proxy form which you can complete and return to register your votes should you be unable to attend in person.

Getting there

The London Stock Exchange is easily accessible by public transport. The nearest Underground station is St Paul's on the Central Line (within Zone 1).

London Stock Exchange
10 Paternoster Square
London
EC4M 7LS





Notice of meeting and resolutions to be proposed

Notice is hereby given that the Annual General Meeting of the Company will be held at The London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS on 25 June 2010 at 11:00 for the following purposes:

Ordinary business

Resolution 1 To receive and adopt the Report of the Directors and the Financial Statements of the Company for the year ended 31 December 2009.

Resolution 2 To receive and adopt the Directors' remuneration report for the financial year ended 31 December 2009.

Resolution 3 To re-elect Gavin David Redvers Oldham as a director of the Company.

Resolution 4 To re-elect Sir Martin Wakefield Jacomb as a director of the Company.

Resolution 5 To re-appoint Deloitte and Touche LLP as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which the accounts are laid before the Company, and that their remuneration be determined by the directors of the Company ("Directors").

Special business

As special business to consider and, if thought fit, to pass the following resolutions of which resolution 6 will be proposed as an ordinary resolution and resolution 7 will be proposed as a special resolution:-

Resolution 6 THAT the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to allot and make offers and agreements to allot relevant securities as defined in section 560 of the Act up to an additional aggregate nominal amount of £265,000, provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution or 15 months after the date of this resolution (if earlier) unless renewed or extended prior to such time except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority is a substitution for all previous authorities conferred on the Directors in accordance with Section 80 of the Companies Act 1985 (the "1985 Act") or section 551 of the Act.

Resolution 7 THAT, subject to the passing of resolution 6, in substitution for any existing power under section 95 the 1985 Act or any unexercised powers previously granted to the Directors to allot equity securities as if section 561 of the Act did not apply but without prejudice to the exercise of any such power prior to the date hereof the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash either pursuant to the authority conferred by resolution 6 or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment (all previous such authorities being hereby revoked) provided that the power conferred by this resolution shall be limited to:

7.1 the allotment of equity securities in connection with any rights issue, open offer or other pre-emptive offer to holders of ordinary shares in the Company and other persons entitled to participate therein in proportion (as nearly as may be practicable) to the shareholdings of such members (or, as appropriate, to the number of shares which such other persons are for these purposes deemed to hold), but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever;

7.2 otherwise than pursuant to paragraph 7.1 above, the allotment of equity securities up to an aggregate nominal amount of £80,000, provided that the authority granted by this resolution shall expire at the conclusion of the next annual general meeting of the Company after the date of passing of this Resolution or 15 months after the date of passing of this Resolution (if earlier) unless renewed or extended prior to such time except that the Company may, before the expiry of any power contained in this resolution, 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 agreement as if the power conferred hereby had not expired.

By Order of the Board

Sir Martin Jacomb
Non-Executive Chairman
31 March 2010

Registered office: Oxford House, Oxford Road, Aylesbury,
Buckinghamshire, HP21 8SZ



Form of Proxy

I/We

of

being a member/members of Share plc hereby appoint the chairman of the meeting or (see notes to the proxy 1)

as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 25 June 2010 at 11:00 at The London Stock Exchange, 10 Paternoster Square, London, EC4M 7LS and at any adjournment thereof, on the following resolutions, as indicated by an 'X' in the appropriate box.

Resolutions

	For	Against	Vote withheld
1 To receive and adopt the Report of the Directors and the Financial Statements of the Company for the year ended 31 December 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To receive and adopt the Directors' remuneration report for the year ended 31 December 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Gavin David Redvers Oldham as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Sir Martin Wakefield Jacomb as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-appoint Deloitte and Touche LLP as the Company's auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006 as referred to in the notice of annual general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To disapply section 561 of the Companies Act 2006 as referred to in the notice of annual general meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Customer reference

Date

I/We will be attending the AGM

On completion of this form, please return to: The Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Bucks, HP21 8SZ

Notes to the members

1. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members registered in the Register of Members of the Company at 6 p.m. on 23 June 2010 (or if the Annual General Meeting is adjourned, members entered on the Register of Members of the Company not later than 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend and vote at the Annual General Meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the Register of Members of the Company after 6 p.m. on 23 June 2010 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to exercise all or any of his rights to attend, speak and to vote instead of him. A proxy need not be a member of the Company but must attend the Annual General Meeting. If a member wishes his proxy to speak on his behalf at the Annual General Meeting he will need to appoint his own choice of proxy (not the Chairman) and give his instructions directly to them. Completion and return of a form of proxy will not preclude a member from attending and voting at the Annual General Meeting or any adjournment thereof in person. If a proxy is appointed and the member attends the Annual General Meeting in person the proxy appointment will automatically be terminated.
3. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting".
4. A form of proxy is enclosed and details of how to appoint and direct a proxy to vote on each resolution are set out in the notes to the form of proxy. To be valid the form of proxy must be completed and signed, and lodged with the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ not less than 48 hours before the time fixed for the Annual General Meeting or for any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member, which is a company, the 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.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders purports to appoint a proxy, the appointment submitted by the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.
6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, a proxy may vote or abstain from voting at his or her discretion. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
7. In order to revoke a proxy instruction a member will need to send a signed hard copy notice clearly stating his intention to revoke a proxy appointment to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member which is a company the 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. A member entitled to attend and vote at the Annual General Meeting convened by this notice is entitled to appoint one or more proxies to attend and, on a poll, to vote instead. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member from attending and voting at the Annual General Meeting or any adjournment thereof in person.
8. Copies of the service contracts under which the directors of the Company are employed by the Company or any of its subsidiaries (or a memorandum of the terms of such service contracts) will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturday and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting and will also be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to such meeting until its conclusion.

Notes to the proxy

1. A member may if he wishes strike out the words "chairman of the meeting" and insert the name of some other person to act as his proxy, exercise all or any of his rights to attend, speak and vote instead of him at the meeting in the space provided. All amendments to this form must be initialled. If a member signs and returns this form with no name inserted in the space the Chairman of the Meeting will be deemed to be his proxy. Where someone other than the Chairman is appointed as a proxy the member appointing him is responsible for ensuring that they attend the meeting and are aware of his voting intentions. If a member wishes his proxy to speak on his behalf at the Annual General Meeting he will need to appoint someone other than the Chairman and give his instructions directly to them.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to exercise all or any of his rights to attend, speak and to vote at the Annual General Meeting instead of him. A proxy can only be appointed by following the procedure set out in these notes.
3. A proxy need not be a member of the Company but must attend the Annual General Meeting. Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting or any adjournment thereof in person. If a proxy is appointed and the member attends the Annual General Meeting in person the proxy appointment will automatically be terminated.
4. To be valid this form of proxy must be completed and lodged with the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ not less than 48 hours before the time fixed for the meeting or for any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority. In the case of a member, which is a company, the 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.
5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy. In the event that more than one of the joint holders purports to appoint a proxy, the appointment submitted by the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holder.
6. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please sign and date the form of proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write "the Chairman of the Meeting". When two or more valid but differing proxies are delivered in respect of the same share for use at the meeting, the one which is last validly delivered (regardless of its date, its date of sending or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share and, if the Company is unable to determine which of any such two or more valid but differing appointments of proxy was so delivered in time, none of them shall be treated as valid in respect of that share.
7. If a member submits more than one valid proxy appointment the appointment received last before the latest time for the receipt of proxies will take precedence.
8. To abstain from voting on a resolution, tick the box in the column headed "Vote withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Failing to tick any box against a resolution will mean your proxy can vote as he or she wishes or can decide not to vote at all. A proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
9. In the case of a poll vote taken otherwise than at or on the same day as the meeting or adjourned meeting, the form of proxy must be completed and deposited as specified in note 4 above not less than 24 hours before the time appointed for the taking of the poll.
10. In order to revoke a proxy instruction, a member will need to send a signed hard copy notice clearly stating their intention to revoke a proxy appointment to the Company Secretary, Share plc, Oxford House, Oxford Road, Aylesbury, Buckinghamshire, HP21 8SZ, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, not less than one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

This document constitutes a financial promotion under the Financial Services and Markets Act 2000 and has been approved by The Share Centre Limited, a member of the London Stock Exchange. The Share Centre Limited is authorised and regulated by the Financial Services Authority register number 146768.

Shares traded on Sharemark may not be suitable for every investor. Prices of shares traded on Sharemark may fluctuate and could be subject to sudden and large falls in value against your interests. As a result you may, as with all shares, get back less than your initial investment. Before investing in any company, you should satisfy yourself that you can afford to do so, and ensure the investment is right for you. If you are in any doubt about whether to buy or sell, you should speak to a financial adviser. Neither The Share Centre nor Sharemark can give you advice on shares traded on Sharemark.

Sharemark, which is a trading division of The Share Centre Limited, is a share trading facility specifically designed for companies whose shares are infrequently traded. Sharemark trades shares/investments at a single price, so investors aren't affected by the wide bid/offer spreads that often affect infrequently traded shares. Sharemark constitutes a Multilateral Trading Facility and is not a recognised investment exchange, clearing house or regulated market within the meaning of the Markets in Financial Instruments Directive.