

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("**AGM**") of Titan Europe Plc (the "**Company**") will be held at the offices of HBJ Gateley Wareing LLP at One Eleven, Edmund Street, Birmingham, B3 2HJ on 30 June 2010 at 10.00 a.m. The AGM will be held to conduct the following business:

To consider and, if thought fit, to pass Resolutions 1 to 7, which will be proposed as ordinary resolutions of the Company.

Resolution 1

To receive the Report of the Directors and the audited Financial Statements for the year ended 31 December 2009.

Resolution 2

To approve the Report of the Board in relation to remuneration policy and practice for the year ended 31 December 2009 contained in the Report and Financial Statements of the Company for the year ended 31 December 2009.

Resolution 3

To reappoint Mr E H Billig, who retires by rotation in accordance with the Company's Articles of Association and who offers himself for re-election as a director of the Company.

Resolution 4

To reappoint Mr V M R Wicks, who retires by rotation in accordance with the Company's Articles of Association and who offers himself for re-election as a director of the Company.

Resolution 5

To reappoint Mr P A Gartside, who retires by rotation in accordance with the Company's Articles of Association and who offers himself for re-election as a director of the Company.

Resolution 6

To reappoint PricewaterhouseCoopers LLP as auditors of the Company until the conclusion of the next general meeting of the Company at which accounts are laid before shareholders and to authorise the directors to determine their remuneration.

Resolution 7

- (a) To generally and unconditionally authorise the directors pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares or rights to subscribe for or to convert any security into shares ("**Shares**") up to an aggregate nominal amount of £11,064,083 (which represents one third of the issued share capital of the Company). The authority given by this Resolution shall expire at the conclusion of the Company's next AGM and is in substitution for any previous authority to allot Shares which shall cease to have effect but without affecting the validity of any allotment of Shares already made or to be made under them. During this period the Company may make an offer or agreement which would or might require Shares to be allotted after expiry of this authority and the directors may allot Shares pursuant to that offer or agreement as if the authority conferred by this Resolution had not expired;
- and further,
- (b) To generally and unconditionally authorise the directors pursuant to section 551 of the Act to exercise all the powers of the Company to allot Shares in connection with a rights issue in favour of holders of ordinary shares of £0.40 each in the capital of the Company ("**Ordinary Shares**") where the Shares respectively attributable to the interests of all holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them up to an aggregate nominal amount of £11,064,083. The authority given by this Resolution shall expire at the conclusion of the Company's next AGM. During this period the Company may make an offer or agreement which would or might require Shares to be allotted after expiry of this authority and the directors may allot Shares pursuant to that offer or agreement as if the authority conferred by this Resolution had not expired.

To consider and, if thought fit, to pass Resolution 8, which will be proposed as a special resolution of the Company (provided that Resolution 7 has been passed) and Resolution 9, which will be proposed as a special resolution of the Company.

Resolution 8

Subject to the passing of Resolution 7, to generally empower the directors pursuant to section 571 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 7 as if section 561 of the Act did not apply to the allotment and this power shall:

- (a) expire at the conclusion of the Company's next AGM but during this period the directors on behalf of the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of such period and the directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred by this Resolution had not expired; and
- (b) be limited to:
 - (i) the allotment of equity securities where such securities have been offered by way of a rights issue, open offer or otherwise to holders of Ordinary Shares in proportion (as nearly as may be) to their existing holdings of Ordinary Shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:
 - (1) to deal with equity securities representing fractional entitlements; and
 - (2) to deal with legal and practical problems arising in any overseas territory under the laws of any territory or the requirements of a regulatory body or stock exchange or any other matters; and
 - (ii) allotments of equity securities for cash otherwise than pursuant to paragraph (i) above of an aggregate nominal amount of up to £1,659,612 (which represents 5 per cent of the issued share capital of the Company).

Resolution 9

To authorise the Company generally and unconditionally for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693 of the Act) of Ordinary Shares provided that:

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 8,298,062 (which represents approximately 10 per cent of the current issued share capital of the Company);
- (b) the minimum price which may be paid for an Ordinary Share is £0.40 (exclusive of expenses), being the nominal value of each such share; and
- (c) the maximum price at which an Ordinary Share may be purchased is an amount (exclusive of expenses) equal to 105 per cent of the average middle market quotations for such shares as derived from the AIM Appendix to the Official List of the London Stock Exchange Plc for each of the five business days immediately preceding the date on which the purchase is made,

and shall, unless it is (prior to its expiry) duly revoked or is renewed, expire at the conclusion of the Company's next AGM or, if earlier, on 30 June 2011, save that the Company may make a contract to purchase Ordinary Shares under this authority before such expiry which will or may be executed wholly or partly after such expiry, and may make a purchase of Ordinary Shares pursuant to any such contract as if the authority conferred by this Resolution had not expired.

Dated 7 June 2010

By order of the Board



G Chesterton

Secretary

Registered Office: Bridge Road, Cookley, Kidderminster, DY10 3SD

Registered Number: 3018340

Notes:

- 1 Mr E H Billig, Mr V M R Wicks and Mr P A Gartside retire by rotation in accordance with Article 23.5.1 of the Company's Articles of Association. These directors offer themselves for re-election pursuant to Resolutions 3, 4 and 5 set out in this notice of AGM.
- 2 Each member entitled to attend, speak and vote at the AGM is entitled to appoint one or more proxies to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A proxy need not be a member of the Company. A proxy form is enclosed for use by members. You can only appoint a proxy using the procedures set out in these notes. Details of how to appoint the chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
- 3 You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact Gary Chesterton at the Company's Registered Office. Telephone: 01562 850561.
- 4 Subject to the following principles, where more than one proxy is appointed, where a proxy form does not state the number of shares to which it applies (a "**blank proxy**") then that proxy is deemed to have been appointed in relation to the total number of shares registered in your name (the member's "**entire holding**"). In the event of a conflict between a blank proxy and a proxy form which does state the number of shares to which it applies (a "**specific proxy**"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and any remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
- 5 Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than your entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares. When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last received. Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies.
- 6 If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) your entire holding, none of them shall be treated as valid.
- 7 Where the aggregate number of shares in respect of which proxies are appointed exceeds your entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares). Where this gives rise to fractions of shares, such fractions will be rounded down.
- 8 If you appoint a proxy or proxies and then decide to attend the AGM in person and vote, on a poll, using your poll card, then your vote in person will override the proxy vote(s). If your vote in person is in respect of your entire holding then all proxy votes will be disregarded. If, however, you vote at the AGM in respect of less than your entire holding, if you indicate on your polling card that all proxies are to be disregarded, that shall be the case; but if you do not specifically revoke proxies, then your vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding your entire holding.
- 9 In relation to note 8 above, in the event that you do not specifically revoke proxies, it will not be possible for the Company to determine your intentions in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.

- 10 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculations of votes for or against the Resolution. If you enter either the 'Discretionary' option or 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 AGM.
- 11 To be valid, the form must be deposited at the Company's Registered Office by 10.00 a.m. on 28 June 2010, being not less than 48 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) before the time fixed for holding the AGM or adjourned meeting. Completion of the proxy form will not preclude a member from attending and voting in person at the AGM should he so wish.
- 12 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).
- 13 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 note 11 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 14 In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registered Office. The revocation notice must be received by the Company no later than 6 hours (excluding, in the calculation of such time period, any part of a day that is not a working day) before the time fixed for the AGM. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then your proxy appointment will remain valid.
- 15 In the case of a member which is a company, the form of proxy and any 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 form of proxy or any revocation notice is signed (or a duly certified copy of such power or authority) must be included with the proxy form and any revocation notice.
- 16 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the AGM is 10.00 a.m. on 28 June 2010 (being not less than 48 hours prior to the time fixed for the AGM excluding, in the calculation of such time period, any part of a day that is not a working day). Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the AGM.
- 17 Copies of the service contracts and letters of appointment (as appropriate) of the directors with the Company or any of its subsidiaries will be available for inspection at the Company's Registered Office from the date of this Notice of AGM until the time of the AGM and will be available for inspection at the AGM.
- 18 Members who have general queries about the AGM should contact Gary Chesterton, Company Secretary on 01562 850561 (no other methods of communication will be accepted). You may not use any electronic address provided either:
 - 18.1 in this notice of AGM; or
 - 18.2 any related documents (including the proxy form),to communicate with the Company for any purposes other than those expressly stated.