

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so that they can pass these documents to the person who now holds the shares.



Senior plc
59/61 High Street
Rickmansworth
Hertfordshire WD3 1RH
United Kingdom
T +44 (0)1923 775547
F +44 (0)1923 896027
www.seniorplc.com

1 Notice of Annual General Meeting

1 March 2011

Dear Shareholder,

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which will be held at the offices of Royal Bank of Scotland, 250 Bishopsgate, London EC2M 4AA on Thursday 28 April 2011 at 11.30 am. You will be invited to consider and vote on the Resolutions set out below. Resolutions 11 to 13 (inclusive) will be proposed as special resolutions; all other resolutions will be proposed as ordinary resolutions.

Whether or not you propose to attend the AGM, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the holding of the AGM.

Inspection of documents

The following documents will be available for inspection at the Registered Office of the Company from the date of this Notice until the time of the AGM, and at the offices of Royal Bank of Scotland, 250 Bishopsgate, London EC2M 4AA from 15 minutes before the AGM until it ends:

- copies of the executive Directors' service contracts; and
- copies of letters of appointment of the non-executive Directors.

Ordinary resolutions

1 Financial Statements 2010

That the Report of the Directors, including supplementary Reports and Financial Statements, for the year ended 31 December 2010 be adopted.

2 Directors' Remuneration Report 2010

That the Directors' Remuneration Report contained within the Directors' Report be approved.

3 Declaration of a Final 2010 Dividend

That the final dividend of 2.12 pence per share as recommended by the Directors be approved.

Resolutions 4 to 8

In compliance with the UK Corporate Governance Code, all Directors are offering themselves for re-election, with the exception of Michael Steel, who is retiring from the Board.

4 Re-election of Director – David Best

That David Best be re-elected as a Director of the Company; he was appointed to the Board in 2007.

5 Re-election of a Director – Martin Clark

That Martin Clark, be re-elected as a Director of the Company; he was appointed to the Board in 2001.

6 Re-election of a Director – Ian Much

That Ian Much be re-elected as a Director; he was appointed to the Board in 2005.

7 Re-election of a Director – Simon Nicholls

That Simon Nicholls be re-elected as a Director; he was appointed to the Board in 2008.

8 Re-election of a Director – Mark Rollins

That Mark Rollins be re-elected as a Director; he was appointed to the Board in 2000.

9 Re-appointment of Auditor and Auditor's Remuneration

That Deloitte LLP be re-appointed as Auditor of the Company, and that the Directors be authorised to fix their remuneration.

10 Authority to Allot Equity Securities

That the Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

(A) up to a nominal amount of £13,364,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and

2 Notice of Annual General Meeting continued

(B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £26,728,000 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:

- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) to holders of other equity securities as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the end of next year's Annual General Meeting (or, if earlier, until the close of business on 30 June 2012) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

Special resolutions

11 Authority to Disapply Pre-Emption Rights

That if Resolution 10 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of Resolution 10, by way of a rights issue only):
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(B) in the case of the authority granted under paragraph (A) of Resolution 10, and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of £2,004,000, such power to apply until the end of next year's Annual General

Meeting (or, if earlier, until the close of business on 30 June 2012) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

12 Authority to Purchase the Company's Own Shares

That the Company be generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make one or more market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that:

- (A) the maximum number of ordinary shares to be purchased is 40,090,000;
- (B) the minimum price which may be paid for each ordinary share (exclusive of expenses) is 10p;
- (C) the maximum price which may be paid for each ordinary share is the amount (exclusive of expenses) equal to 105% of the average market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
- (D) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2012 or, if earlier, on 30 June 2012 but during this period the Company may agree to purchase ordinary shares where the purchase of the ordinary shares will or may be completed or executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares pursuant to any such agreement as if the authority had not ended.

13 Notice Period for General Meetings

That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Explanatory notes on all the business to be considered at this year's AGM appear on pages 3 and 4 of this document.

The Directors consider that all the Resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours faithfully,

By order of the Board
Andrew Bodenham, Company Secretary

Registered in England and Wales No. 00282772
Registered Office: 59/61 High Street, Rickmansworth,
Hertfordshire WD3 1RH

3 Explanatory Notes on the Resolutions

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 10 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 11 to 13 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Only those Members registered on the Register of Members of the Company as at 6.00 pm on 26 April 2011 (or in the event of any adjournment, on the date which is two days before the time of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries on the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Any Member entitled to attend and vote at the AGM will be entitled to appoint a proxy to attend and vote in his/her place. A proxy need not be a Member of the Company. Completion and return of a proxy form will not however preclude a Member from attending and voting at the AGM if otherwise eligible.

Resolution 1 – Adoption of the Financial Statements 2010

Resolution 2 – Approval of the Directors' Remuneration Report for the year ended 31 December 2010

The Board considers that the policy and practice outlined in the Report are appropriate to the Company's circumstances and that the Report should receive shareholder approval.

Resolution 3 – Declaration of a dividend as recommended by the Directors

If shareholders approve the recommended final dividend of 2.12 pence per share, this will be paid on 31 May 2011 to all ordinary shareholders who were on the Register of Members on 6 May 2011.

Resolutions 4 to 8

In compliance with the UK Corporate Governance Code, all Directors are offering themselves for re-election, with the exception of Michael Steel, who is retiring from the Board.

In 2010, each Director underwent an annual performance evaluation by the other members of the Board; it was concluded that all Directors continue to contribute effectively to the running of the Company and have demonstrated commitment to the role. The Board recommends that it is in the interests of the Company that Martin Clark (Chairman), Ian Much (Senior Independent Director) and David Best be re-elected, so that they may continue in their roles as non-executive Directors. The Board also recommends that it is in the interests of the Company that Mark Rollins and Simon Nicholls be re-elected as Directors, so that they can continue in their roles as Group Chief Executive and Group Finance Director respectively.

Resolution 4 – Re-election of Director – David Best

Joined the Board in 2007; was also a non-executive director of St Ives plc until November 2010. He is a Chartered Accountant and was formerly Group Finance Director of Xansa plc. He is Chairman of the Audit Committee and of the Trustee Board of the Senior plc Pension Plan. The Board considers David Best to be independent.

Resolution 5 – Re-election of Director – Martin Clark

Non-executive Chairman. Joined the Board in 2001. He is a non-executive director of Shepherd Building Group Ltd and was

previously a non-executive director of BPB plc, Blick plc, Clarkson plc, and ICM Computer Group PLC. He is Chairman of the Nominations Committee.

Resolution 6 – Re-election of Director – Ian Much

Joined the Board in 2005 and is also non-executive director of Chemring Group plc and BTG PLC, having joined the latter in August 2010. He was formerly Chief Executive of De la Rue plc. He is Chairman of the Remuneration Committee. The Board considers Ian Much to be independent.

Resolution 7 – Re-election of Director – Simon Nicholls

A Chartered Accountant, he joined the Group and was appointed to the Board in 2008. He was previously Chief Financial Officer for Hanson plc's North American operations.

Resolution 8 – Re-election of Director – Mark Rollins

A Chartered Accountant, he joined the Group in 1998 from Morgan Crucible plc, and became Group Finance Director in 2000, when he joined the Board. He became Group Chief Executive, and Chairman of the Health, Safety & Environment Committee, in March 2008. He is a non-executive director of WSP Group plc.

Resolution 9 – Re-appointment of Deloitte LLP as auditor of the Company

Resolution 10 – Authority to allot equity securities

Paragraph (A) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to £13,364,000 (representing 133,640,000 ordinary shares of 10p each).

This amount represents approximately one-third of the issued ordinary share capital of the Company as at 1 March 2011, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Association of British Insurers (the "ABI"), paragraph (B) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £26,728,000 (representing 267,280,000 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 1 March 2011, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the earlier of 30 June 2012 (the last date by which the Company must hold an Annual General Meeting in 2012) or the conclusion of the Annual General Meeting of the Company to be held in 2012.

The Directors have no present intention to exercise either of the authorities sought under this resolution, except, under paragraph (A), to satisfy options under the Company's share option schemes. If they do exercise the authorities, the Directors intend to follow ABI recommendations concerning their use (including as regards the Directors standing for re-election in certain cases).

As at the date of this Notice, no shares are held by the Company in treasury.

4 Explanatory Notes on the Resolutions continued

Special resolutions

Resolutions 11 to 13 will be proposed as special resolutions, which require a 75% majority of the votes to be cast in favour.

Resolution 11 – Authority to disapply pre-emption rights

This resolution would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be, similar to the authority adopted in 2010, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £2,004,000 (representing 20,040,000 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 1 March 2011, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority will expire at the earlier of 30 June 2012 (the last date by which the Company must hold an Annual General Meeting in 2012) or the conclusion of the Annual General Meeting of the Company to be held in 2012.

Resolution 12 – Authority to purchase the Company's own shares

This resolution seeks authority for the Company to make market purchases of its own shares for cancellation, or to be held in treasury, up to a maximum of 40,090,000 shares representing approximately 10% of the issued ordinary share capital. The minimum price, exclusive of expenses, which may be paid for an ordinary share is 10p. The maximum price, exclusive of expenses, which may be paid for an ordinary share is an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase. The Directors have no present intention of exercising the authority to make market purchases and the seeking of this authority should not be taken to imply that shares will be purchased. The Directors will exercise this authority only when they consider such purchase to be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares.

The Directors believe that it is in the best interests of shareholders that the Company should have the flexibility to make market purchases of its own shares. Options to subscribe for 15,886,758 equity shares in the Company are outstanding on 1 March 2011, representing 3.96% of the issued share capital at the time. If the existing authority given at the 2010 Annual General Meeting and the authority now being sought by Resolution 12 were to be fully used, these would represent 4.40% of the Company's ordinary issued share capital.

The authority will expire at the earlier of 30 June 2012 (the last date by which the Company must hold an Annual General Meeting in 2012) or the conclusion of the Annual General Meeting of the Company to be held in 2012.

Resolution 13 – Notice period for general meetings

Members may give approval to shorten the notice period required for general meetings (other than Annual General Meetings) from 21 clear days to 14 clear days. At an Annual General Meeting of the Company held on 23 April 2010 shareholders approved the reduction of the notice period for general meetings (other than Annual General Meetings) to 14 clear days' notice.

In order to preserve this reduction, Resolution 13 seeks to renew this approval.

The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

In order to be able to call a general meeting on less than 21 clear days' notice in accordance with the Companies Act 2006, the Company must make a means of electronic voting available to all shareholders for that meeting. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

It is intended that the authority granted by Resolutions 11 to 13 will be renewed annually.

5 Notes

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 AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. 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 the Company Secretary at the Company's Registered Office.
 2. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at the Registrars of the Company no later than 11.30 am on 26 April 2011.
 3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 8 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
 4. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
 5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
 6. As at 28 February 2011 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 400,931,892 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 28 February 2011 are 400,931,892.
 7. 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.
 8. 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 (RA19) by 11.30 am on 26 April 2011. 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.
 9. 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.
 10. 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.
 11. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous Meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
 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.
 13. Any member attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the
-

Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.

14. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.seniorplc.com/investors/fi_page.cfm/41.
15. Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive Notice of the Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 17 March 2011, being the date six clear weeks before the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
16. Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):

Telephone

Shareholder Helpline Number – 0871 384 2136*
Overseas Helpline Number – +44 (0)121 415 7047

* Calls to this number are charged at 8p per minute from a BT landline, other telephony provider costs may vary. Lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday (excluding public holidays).

Postal

Equiniti Limited, Aspect House, Spencer Road, Lancing,
West Sussex BN99 6DA



Senior plc

59/61 High Street
Rickmansworth
Hertfordshire WD3 1RH
United Kingdom

T +44 (0)1923 775547

F +44 (0)1923 896027

www.seniorplc.com
