

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek immediately your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you have sold or transferred all of your shares in the Company, this document and the attached form of proxy should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

F W Thorpe Plc

(Registered in England and Wales with number 00317886)

Proposed transfer to AIM

Notice of Extraordinary General Meeting

The Directors of the Company, whose names appear on page 3, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Persons receiving this document should note that, in connection with the Transfer to AIM, Brewin Dolphin Securities, which is a member of the London Stock Exchange and is regulated by the Financial Services Authority, is acting for F W Thorpe Plc and no one else, and will not be responsible to anyone other than F W Thorpe Plc for providing the protections afforded to customers of Brewin Dolphin Securities or for providing advice in relation to the matters described in this document. Brewin Dolphin Securities has given and has not withdrawn its written consent to the inclusion of its name in this document in the form and context in which it appears.

Notice of an Extraordinary General Meeting of the Company to be held at Merse Road, North Moons Moat, Redditch, Worcestershire, B98 9HH at 10.30 a.m. on 2 December 2005 is set out on page 6 of this document. To be valid, Forms of Proxy for use at the meeting must be completed and returned as soon as possible to the Company's registrars and, in any event, so as to arrive no later than 10.30 a.m. on 30 November 2005.

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EXPECTED TIMETABLE OF EVENTS

| | |
|---|--------------------------------|
| Latest time and date for receipt of forms of proxy | 10.30 a.m. on 30 November 2005 |
| Extraordinary General Meeting | 10.30 a.m. on 2 December 2005 |
| Last day of dealings in Ordinary Shares on the Official List | Thursday 5 January 2006 |
| Admission to AIM and first day of dealings in Ordinary Shares | Friday 6 January 2006 |

F W Thorpe Plc

(Registered in England and Wales with number 00317886)

Directors

Andrew Battersby Thorpe (*Chairman and Joint Chief Executive*)
Peter Dennington Mason (*Finance Director and Joint Chief Executive*)
Michael Allcock (*Technical Director*)
David Anthony Dimeloe (*Director*)
David Michael Lippold (*Director*)
Colin Michael Brangwin (*Non-Executive Director*)
Ian Anthony Thorpe (*Non-Executive Director*)

Registered Office

Merse Road
North Moons Moat
Redditch
Worcestershire
B98 9HH

9 November 2005

To the Shareholders

Dear Shareholder,

Proposed transfer of the Company's Ordinary Shares to AIM

Introduction

As announced on 21 October 2005, it is the Board's intention to delist the Company's Ordinary Shares from the Official List of the UKLA and to transfer trading to AIM. Pursuant to the Listing Rules, the Delisting is subject to Shareholders' approval being obtained and the purpose of this document is to provide Shareholders with information on the move to AIM and seek the requisite approval at an Extraordinary General Meeting of the Company, notice of which is set out on page 6 of this document.

The proposal to move to AIM was the result of a process of analysing the benefits currently obtained from the Company's status as a fully listed company, set against the cost and regulatory burden of that listing. The outcome of that process indicated a Transfer to AIM would provide a regulatory framework more appropriate to a company of the Company's size and provide the potential to generate cost savings.

Background to and reasons for transferring to AIM

The Board believes that AIM is a more appropriate market for the Company that should lead to a simplification of administration requirements. It will also enable the Company to agree and execute transactions more quickly should any acquisition or other development opportunities arise in the future. The Board, however, envisages no alteration in the standards of reporting and governance which the Group has always achieved. We see ourselves as continuing to be attractive to specialist institutional investors while the AIM tax regime, referred to below, will also make us more attractive to AIM specific funds as well as to the retail investor, who comprise the majority of our shareholder base.

The obligations of an AIM company are similar to those of the Company on the Official List, with certain exceptions, of which the following are some of the most significant:

- Under the AIM Rules, a nominated adviser is required at all times and has ongoing responsibilities to both the Company and the London Stock Exchange. On Admission to AIM, Brewin Dolphin Securities will be appointed the Company's Nominated Adviser. Fyshe Horton Finney will remain as the Company's Broker.
- For AIM companies, prior shareholder approval is only required for reverse takeovers and disposals that result in a fundamental change of business (transactions that exceed 75 per cent of various size tests, such as the ratio of consideration of the transaction to the market capitalisation of the AIM company). However, under the Listing Rules of the UKLA, a broader range of transactions require shareholder approval.
- There is no requirement for a minimum number of shares to be maintained in public hands whereas on the Official List a minimum of 25 per cent of a company's issued ordinary share capital should be maintained in public hands at all times.
- There is no requirement under the AIM rules for listing particulars or admission documents for further issues of securities, except as otherwise required by law.
- The Combined Code does not apply directly to AIM companies.

Liquidity on AIM is currently provided by market makers who are member firms of the London Stock Exchange

and are obliged to quote a share price between 8.00 am and 4.30 pm on business days. The Directors believe that AIM has demonstrated that it can provide a liquid trading platform for shares.

Additionally, companies whose shares trade on AIM are treated as unlisted for the purposes of certain areas of UK taxation, which can confer significant advantages for private shareholders, primarily in the context of inheritance tax and capital gains tax. However, we would recommend independent advice is obtained in relation to the application of these benefits for individual shareholders.

The Company remains committed to continuing its strategy of focusing on the profitable growth of its existing operations and to maintaining high standards of corporate governance. Overall, the Board believes that a move to AIM will allow it to further progress its current strategy and generate cost savings without sacrificing the benefits our current status provides.

Shareholders should consult their own professional advisers on whether an investment in an AIM security is suitable for them, or whether the tax advantages referred to above may be available to them. In particular, they should note that it is not possible to hold shares traded on AIM in personal equity plans ("PEP") or individual savings accounts ("ISA"). The Board understands that, following Admission, Shareholders will, under current HM Revenue & Customs legislation, have 30 days to decide whether to transfer their shareholding in the Company into their own name or to sell the holding and retain the proceeds within the PEP or ISA.

Cancellation of listing and application for Admission to AIM

Conditional upon the Resolution being approved at the Extraordinary General Meeting, the Company will make application and give notice to cancel the listing of the Ordinary Shares on the Official List and will apply to the London Stock Exchange for admission to AIM.

If the Resolution is passed at the Extraordinary General Meeting, it is anticipated that the listing and trading of the Ordinary Shares on the Official List will cease at close of business on 5 January 2006, being not less than 20 business days notice following the passing of the Resolution. Admission is expected to take place and dealings are expected to commence on AIM on 6 January 2006.

Risk Factors

Whilst Admission will not affect the way in which Shareholders buy and sell Ordinary Shares, the market for shares on AIM may be less liquid or subject to greater fluctuation than the Official List, and shares listed on AIM may be perceived as carrying a higher risk than shares listed on the Official List.

Extraordinary General Meeting

You will find set out on page 6 of this document a notice convening the Extraordinary General Meeting to be held at Merse Road, North Moons Moat, Redditch, Worcestershire, B98 9HH at 10.30 a.m. on 2 December 2005.

At the Extraordinary General Meeting a special resolution will be proposed to approve the proposal to cancel the listing of the Ordinary Shares on the Official List. The approval of 75 per cent of Shareholders voting at the Extraordinary General Meeting, in person or by proxy, must be obtained.

Action to be taken

You are requested to complete and sign the attached Form of Proxy for use at the Extraordinary General Meeting and to return it to the Company's registrars, Lloyds TSB Registrars, The Causeway, Goring-by-Sea, Worthing, West Sussex, BN99 6ZL, so as to arrive as soon as possible and, in any event, **not later than 10.30 a.m. on 30 November 2005**. Completion and return of a Form of Proxy will not prevent you from attending and voting at the meeting in person should you wish to do so.

Recommendation

The Board considers that the Transfer to AIM is in the best interests of Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolution to be proposed at the Extraordinary General Meeting, as it intends to do in respect of its own beneficial holdings which in aggregate amount to 6,283,233 Ordinary Shares, representing approximately 52.9 per cent of the Company's issued share capital.

Yours sincerely,

Andrew Thorpe
Chairman

DEFINITIONS

In this document, unless the context otherwise requires, the following expressions bear the following meanings:

| | |
|---------------------------------|--|
| "Act" | the Companies Act 1985 |
| "Admission" | admission to trading on AIM of the entire issued ordinary share capital of the Company and such admission becoming effective in accordance with the AIM Rules |
| "AIM" | Alternative Investment Market, a market operated by the London Stock Exchange |
| "AIM Rules" | the rules for AIM companies and their nominated advisers, as issued by the London Stock Exchange, as amended from time to time |
| "Board" or "Directors" | the Directors of the Company, whose names are set out on page 3 of this document |
| "Brewin Dolphin Securities" | Brewin Dolphin Securities Ltd |
| "Circular" | this document dated 9 November 2005 |
| "Company" or "F W Thorpe" | F W Thorpe Plc |
| "Delisting" | the cancellation of the listing of the Ordinary Shares on the Official List and from trading on the London Stock Exchange's market for listed securities |
| "Extraordinary General Meeting" | the extraordinary general meeting of the Company to be held at Merse Road, North Moons Moat, Redditch, Worcestershire, B98 9HH at 10.30 a.m. on Friday 2 December 2005 |
| "Form of Proxy" | the form of proxy for use at the Extraordinary General Meeting |
| "Group" | the Company and its subsidiaries |
| "Listing Rules" | the rules laid down by the UKLA relating to admission to the Official List in accordance with The Financial Services and Markets Act 2000 |
| "London Stock Exchange" | London Stock Exchange plc |
| "Official List" | the list maintained by the Financial Services Authority for the purposes of Part VI of The Financial Services and Markets Act 2000 |
| "Ordinary Shares" | ordinary shares of 10p each in the capital of the Company |
| "Resolution" | the special resolution to approve the application for Delisting set out in the notice of Extraordinary General Meeting |
| "Shareholders" | holders of ordinary shares |
| "Transfer to AIM" | the proposed cancellation of the Company's listing on the Official List and trading on the London Stock Exchange's market for listed securities, and Admission to trading on AIM |
| "UKLA" | the Financial Services Authority, acting as UK Listing Authority |

F W Thorpe Plc

Notice of Extraordinary General Meeting

Notice is hereby given that an extraordinary general meeting of F W Thorpe Plc will be held at Merse Road, North Moons Moat, Redditch, Worcestershire, B98 9HH on Friday 2 December 2005 at 10.30 a.m. at which the following resolution will be proposed as a special resolution:

Special Resolution

THAT:

Pursuant to Listing Rule 5.2.5 of the United Kingdom Listing Authority ("UKLA"), approval is hereby given for the making of an application for the cancellation of the listing of the Company's ordinary share capital on the Official List of the UKLA and for that listing to be cancelled.

Registered Office
Merse Road,
North Moons Moat,
Redditch,
Worcestershire,
B98 9HH

By Order of the Board
P D Mason
Company Secretary

9 November 2005

Notes:

1. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company. The appointment of a proxy does not preclude a member from attending and voting in person at the meeting should he subsequently decide to do so.
2. To be valid, a form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of such a power or authority must be completed and returned so as to be received by the Company's registrars, Lloyds TSB Registrars, The Causeway, Goring-by-Sea, Worthing, West Sussex, BN99 6ZL, not later than 48 hours before the time of the meeting.

FORM OF PROXY

(For shareholders use only)

I/We
(Block letters please)

of
being a member of F W Thorpe Plc, hereby appoint

.....
or failing him the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting to be held at the Registered Office of the Company at Merse Road, North Moons Moat, Redditch, Worcestershire, B98 9HH at 10:30 a.m. on 2 December 2005 and at every adjournment thereof.

Please indicate with a cross in the appropriate space how you wish your vote to be cast. If no specific direction as to voting is given, your proxy will vote or abstain at his/her discretion.

| Special Resolution | FOR | AGAINST |
|--|-----|---------|
| To approve, pursuant to Listing Rule 5.2.5 of the United Kingdom Listing Authority ("UKLA"), the making of an application for the cancellation of the listing of the company's ordinary share capital on the Official List of the UKLA and for that listing to be cancelled. | | |

Dated this day of 2005 Signature

Notes:

This proxy must reach the Company's registrars, Lloyds TSB Registrars, The Causeway, Goring-by-Sea, Worthing, West Sussex, BN99 6ZL not less than forty-eight hours before the time appointed for the meeting.

Any alteration to this form of proxy should be initialled.

If you wish to appoint a proxy other than the Chairman of the meeting, please insert the name and address of your proxy (who need not be a member of the Company).

In the case of joint holders, the signature of one holder will be accepted.

In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.

In the case of a corporation this proxy should be under common seal or under the hand of an officer or attorney or other person duly authorised.

Completion of the proxy form will not prevent a shareholder attending and voting in person.



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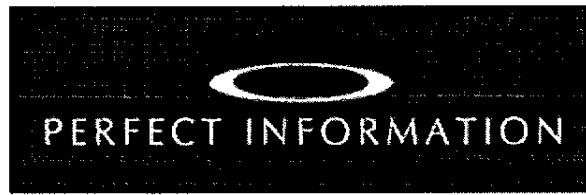
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**Lloyds TSB Registrars
The Causeway
Worthing
West Sussex
BN99 6ZL**

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Financial Information • analysis • research

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