

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your ordinary shares in SectorGuard plc, you should send this document, together with the accompanying form of proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

---

# SECTORGUARD PLC

*(Registered in England and Wales under the Companies Act 1985, number 3553625)*

## Proposed Change of Name to **LEGION GROUP PLC**

### Proposed Debt Conversion

### Notice of General Meeting

### *Nominated adviser and broker* **Seymour Pierce Limited**

---

Seymour Pierce Limited, which is authorised and regulated by the Financial Services Authority, is acting as nominated adviser and broker to the Company. Its responsibilities as the Company's nominated adviser under the AIM Rules are owed solely to the London Stock Exchange and are not owed to the Company or to any director of the Company or to any other person in respect of his decision to acquire shares in the Company in reliance on any part of this document. No representation or warranty, expressed or implied, is made by Seymour Pierce as to any of the contents of this document. Seymour Pierce will not be offering advice and will not otherwise be responsible for providing customer protections to recipients of this document or for advising them on the contents of this document or any other matter. Seymour Pierce has given and not withdrawn its written consent to the issue of this document with the references herein to its name in the form and context in which they appear.

A copy of this document will be available for collection, free of charge, from Seymour Pierce, 20 Old Bailey, London EC4M 7EN until 29 June 2009 and available to download from the Company's website at [www.seymourpierce.co.uk](http://www.seymourpierce.co.uk).

A General Meeting of the Company has been convened for 3.00 p.m. on 29 June 2009, to be held at Chancery Court Hotel, 252 High Holborn, London WC1V 7EN.

**THE ACTION TO BE TAKEN BY SHAREHOLDERS IS SET OUT IN THIS DOCUMENT. Please complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon so as to be received by Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible, but in any event no later than 48 hours before the General Meeting. Completion and posting of the form of proxy does not prevent a Shareholder from attending and voting in person at the General Meeting.**

## DEFINITIONS

“Act”	the Companies Act 1985 (as amended) and/or the Companies Act 2006 (to the extent the same is in force)
“Admission”	admission of the Conversion Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AIM”	the AIM Market of the London Stock Exchange plc
“AIM Rules”	the AIM Rules for Companies published by London Stock Exchange plc from time to time
“Change of Name”	the proposed change of name of the Company to “Legion Group plc”
“Conversion Price”	1p per Ordinary Share
“Conversion Shares”	the 184,500,000 new Ordinary Shares to be issued at the Conversion Price pursuant to the Debt Conversion
“Debt Conversion”	the proposed conversion into the Conversion Shares of £1.845m of outstanding indebtedness due to Mark Higgins
“Directors” or “Board”	the directors of SectorGuard whose names appear on page 3 of this document
“Enlarged Share Capital”	the enlarged issued ordinary share capital of the Company immediately following the issue of the Conversion Shares and assuming that no further shares are issued after the date of this document and before the issue of the Conversion Shares
“General Meeting”	the general meeting of the Company, convened for 3.00 p.m. 29 June 2009, notice of which is set out at the end of this document
“Group”	the Company and its subsidiaries
“Legion Group”	Legion Group plc, a wholly-owned subsidiary of the Company, whose name will be changed to allow the Change of Name to take place
“ManGuard Agreement”	the sale and purchase agreement dated 13 March 2008 between Mark Higgins and the Company pursuant to which the Company acquired the entire issued share capital (except the redeemable shares) of ManGuard Limited
“Ordinary Shares”	ordinary shares of 0.5p each in the Company
“Resolutions”	the resolutions to be proposed at the General Meeting, set out in the notice of General Meeting at the end of this document
“SectorGuard” or “Company”	SectorGuard plc
“Seymour Pierce”	Seymour Pierce Limited, nominated adviser and broker to the Company
“Shareholders”	holders of Ordinary Shares

# SECTORGUARD PLC

(Registered in England and Wales under the Companies Act 1985, number 3553625)

*Directors:*

Stephen Thomas, *Non-executive Chairman*  
Mark Higgins, *Chief Executive Officer*  
Charlie Cleverly, *Managing Director*  
Gerard Kelly, *Finance Director*  
General Sir Mike Jackson, *Non-executive Director*

*Registered Office:*

Hanover House  
Queensgate  
Britannia Road  
Waltham Cross  
Hertfordshire EN8 7TF

12 June 2009

*To Shareholders and, for information only, to holders of options over Ordinary Shares*

Dear Shareholder,

**Proposed Change of Name to  
LEGION GROUP PLC**

**Proposed Debt Conversion**

**Notice of General Meeting**

**Introduction**

Your Board announced today proposals to change the name of the Company to "Legion Group plc" and to strengthen the Company's balance sheet by the conversion into Ordinary Shares of £1.845 million of indebtedness currently owed to Mark Higgins, the Company's Chief Executive Officer.

Both the Change of Name and the Debt Conversion require the approval of Shareholders at the General Meeting, notice of which is set out at the end of this document. At the General Meeting, Resolutions are also being proposed to give the Directors authority to issue further Ordinary Shares and to disapply pre-emption rights in line with common market practice.

**Background**

*Change of Name*

When the Company acquired Legion Group in March 2009, the Directors stated an intention to retain the 'Legion' brand for the enlarged Group. Since completion of that acquisition, the 'Legion' brand has been promoted as the principal brand of the Group and this transformation of the Group's brand image will be completed by the Change of Name. The entire Enlarged Group will be rebranded "Legion Group" with effect from 1 July 2009.

*Debt Conversion*

To assist in the funding of the acquisition of Legion Group, the Company borrowed £1 million from Mark Higgins and issued to him a loan note convertible into Ordinary Shares at an issue price of 1p per share. The Company proposes to convert the entire outstanding £1 million balance of this loan note into 100,000,000 Ordinary Shares at the earliest opportunity available in accordance with the AIM Rules and Shareholders are therefore being asked to pass the relevant Resolutions so as to enable such conversion to be included as part of the Debt Conversion.

In addition, as announced on 11 March 2009, the Company and Mark Higgins agreed to capitalise part of the indebtedness owed by the Company to Mark Higgins in respect of the consideration outstanding under the ManGuard Agreement. On 11 March 2009, the Company issued £1 million loan notes to Mark Higgins as payment of part of the first year additional consideration payable under the ManGuard Agreement. The Company also proposes that, subject to the passing of the relevant Resolutions, £845,000 of such loan notes should be converted into 84,500,000 Ordinary Shares, also at the first available opportunity. The

balance of £155,000 of the loan notes will remain outstanding on the terms set out in the loan notes. The ManGuard Agreement provides for further additional consideration depending on the results of ManGuard Limited.

The issue of the Conversion Shares is conditional on the passing of Resolutions 1 to 3 and Admission and is intended to take place following the announcement of the Company's final results for the year ended 31 March 2009, which is expected to happen in July. The Conversion Shares will, upon issue, rank *pari passu* in all respects with the existing issued Ordinary Shares.

Following completion of the Debt Conversion, the Enlarged Share Capital will comprise 778,276,248 Ordinary Shares, of which Mark Higgins will own 233,375,000, representing 29.99 per cent. of the issued share capital.

### **Share Capital and Authorities**

As the Company does not currently have sufficient authorities to issue the Conversion Shares, the Company is seeking Shareholder authority to issue and allot 184,500,000 Ordinary Shares in connection with the Debt Conversion. The Company is also seeking Shareholder authority to issue up to a further £1,284,150 of the unissued share capital of the Company, equating to 256,830,000 new Ordinary Shares, of which £583,700 (116,740,000 Ordinary Shares) can be issued for cash after disapplying statutory pre-emption rights.

The Company also proposes to increase the authorised share capital to £6,000,000.

The full text of the Resolutions is set out in the notice of General Meeting which appears at the end of this document.

### **General Meeting**

You will find at the end of this document a notice convening a General Meeting of the Company, to be held at 3.00 p.m. on 29 June 2009 at Chancery Court Hotel, 252 High Holborn, London WC1V 7EN at which the following Resolutions will be proposed:

1. to increase the authorised share capital of the Company to £6,000,000;
2. to authorise the Directors to allot and issue unissued Ordinary Shares pursuant to section 80 of the Companies Act 1985 up to an aggregate nominal amount of £2,206,650;
3. to authorise the Directors to allot and issue unissued Ordinary Shares otherwise than in accordance with the pre-emption provisions set out in Section 89 of the Companies Act 1985, such power to be limited to:
  - (i) the allotment of equity securities in connection with the Debt Conversion; and
  - (ii) the allotment of equity securities pursuant to a rights issue or similar offer to Shareholders; and
  - (iii) the allotment (otherwise than pursuant to sub-paragraphs (i) and (ii) above) for cash of equity securities up to an aggregate nominal amount of £583,700; and
4. to change the name of the Company to "Legion Group plc" with effect from 1 July 2009.

### **Action to be taken**

A form of proxy for use in connection with the General Meeting is enclosed. You are asked to complete and return it in accordance with the instructions printed on it so as to arrive not less than 48 hours before the time of the meeting. Completion and return of the form of proxy does not preclude you from attending the meeting and voting in person, if you so wish.

**Recommendation**

**The Directors, having been so advised by Seymour Pierce, consider the proposals set out in this circular to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the Resolutions, to be proposed at the General Meeting, as they intend to in respect of their shareholdings of 48,875,000 existing Ordinary Shares, representing approximately 8.23 per cent. of the current issued share capital of the Company.**

Yours faithfully,

Stephen Thomas

*Non-executive Chairman*

# SECTORGUARD PLC

## (THE "COMPANY")

(Incorporated and registered in England and Wales with Registered No. 3553625)

### NOTICE OF GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a General Meeting of the Company will be held at Chancery Court Hotel, 252 High Holborn, London WC1V 7EN on 29 June 2009 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions which, in the case of Resolutions 1 and 2, will be proposed as ordinary resolutions and, in the case of Resolutions 3 and 4, will be proposed as special resolutions:

#### ORDINARY RESOLUTIONS

1. **THAT** the authorised share capital of the Company be increased from £3,500,000 to £6,000,000 by the creation of 500,000,000 ordinary shares of 0.5p each ranking *pari passu* in all respects with the existing ordinary shares of 0.5p each in the capital of the Company.
2. **THAT**, subject to and conditional upon Resolution 1 having been passed and in place of all existing authorities to the extent unused, the Directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 as amended (the "**Act**") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act):
  - (1) up to an aggregate nominal amount of £922,500 pursuant to the Debt Conversion as detailed in the circular to shareholders dated 12 June 2009 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the date falling 6 months after the passing of this Resolution; and
  - (2) in addition to paragraph (1) of this Resolution up to an aggregate nominal amount of £1,284,150 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on the conclusion of the Company's annual general meeting to be held in 2010, but so that such authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if this authority had not expired.

#### SPECIAL RESOLUTIONS

3. **THAT**, subject to and conditional upon Resolutions 1 and 2 set out in this notice having been passed, in substitution for all subsisting authorities to the extent unused, the Directors be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94(2) of the Act) for cash pursuant to the authority conferred by Resolution 2 above and/or where the allotment constitutes an allotment of equity securities by virtue of section 94(3A) of the Act, as if section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
  - (1) pursuant to Resolution 2(1) above up to an aggregate nominal amount of £922,500; and
  - (2) in connection with a rights issue or open offer in favour of the holders of ordinary shares on the register of members at such record date(s) or any other persons entitled to participate in such rights issue or open offer (other than the Company itself in respect of any shares held by it as treasury shares) as the Directors may determine, where the equity securities respectively attributable to the interest of the ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them on any record date(s), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal practical problems arising under the laws of any territory or the requirements of any recognised regulatory body or stock exchange or otherwise; and

- (3) the allotment (other than pursuant to paragraphs (1) and/or (2) of this Resolution) to any person or persons of equity securities up to an aggregate nominal value of £583,700,

and shall expire on the date falling 15 months after the passing of this Resolution or, if earlier, on the conclusion of the Company's annual general meeting to be held in 2010, but so that such authority shall allow the Company before such expiry to make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if this authority had not expired.

4. **THAT** the name of the Company be and is hereby changed to "Legion Group plc" with effect from 1 July 2009.

By order of the Board

CHARLES CLEVERLEY

*Director*

### **SectorGuard plc**

*Registered Office:*

Hanover House, Queensgate  
Britannia Road, Waltham Cross  
Herts  
EN8 7TF

12 June 2009

*Notes*

1. A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint another person of his/her choice as that Shareholder's proxy to exercise all or any of that Shareholder's rights to attend and to speak and vote at the meeting on his/her behalf. A Shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy does not need to be a shareholder of the Company.
2. A form of proxy for use in connection with the meeting is enclosed with the document of which this notice forms part. Completion and return of a form of proxy will not prevent a Shareholder from attending and voting in person at the meeting. Addresses (including electronic addresses) in this document are included strictly for the purposes specified and not for any other purpose.
3. To appoint a proxy or proxies Shareholders must complete a form of proxy, sign it and return it, together with the power of attorney or any other authority under which it is signed, or a notarially certified copy of such authority, to the Company's registrars, Capita Registrars so that it is received no later than 3.00 p.m. on 27 June 2009.
4. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered Shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
5. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, only those Shareholders included in the register of members of the Company at 6.00 p.m. on 27 June 2009 or, if the meeting is adjourned, in the register of members at 6.00 p.m. on the day which is two days before the day of any adjourned meeting, will be entitled to attend and to vote at the meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 6.00 p.m. on 27 June 2009 or, if the meeting is adjourned, in the register of members after 6.00 p.m. on the day which is two days before the day of any adjourned meeting, will be disregarded in determining the rights of any person to attend or vote at the meeting.
6. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate Shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that Shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate Shareholder attends the meeting but the corporate Shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – [www.icsa.org.uk](http://www.icsa.org.uk) – for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (i) above.

