

This document is important and requires your immediate attention

If you are in any doubt about the course of action to be taken, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser (being, in the case of shareholders in Ireland, an organisation or firm authorised or exempted pursuant to the Markets in Financial Instruments and Miscellaneous Provisions Act 2007 and the European Communities (Markets in Financial Instruments) Regulations 2007, each of Ireland and, in the case of shareholders in the United Kingdom, an organisation or firm authorised or exempted pursuant to the Financial Services and Markets Act 2000 of the United Kingdom).

If you have sold or otherwise transferred all of your shares in McInerney Holdings plc, please pass this document at once 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.

McInerney Holdings plc

Incorporated and registered in Ireland under the Companies Acts 1963 to 1990
with registered number 253811

Registered office:
29 Kenilworth Square
Rathgar
Dublin 6

Directors:
Mr Edmund F. Sullivan, Chairman*
Mr Barry O'Connor, Managing Director
Mr Daniel P. McInerney
Mr Michael J. Leece*
Mr Brendan P. Gilmore*
Mr Tommy Drumm
Mr Mark Shakespeare
Mr Donal Roche*
Mr Oliver O'Mahony*
Mr Enda Cunningham

11 April 2008

* denotes non-executive

To the holders of Ordinary Shares and, for information only, the holders of options and awards under the McInerney Holdings plc 1996 Share Option Scheme and the McInerney Holdings plc 2004 Performance Share Plan

Dear Shareholder

On pages 86 to 88 of the Annual Report 2008, you will find the Notice of Annual General Meeting of McInerney Holdings plc (the "Company"), which will be held at The Westbury Hotel, Dublin 2, Ireland, on Thursday 15 May 2008 at 12 noon.

Articles of Association and Transparency (Directive 2004/109/EC) Regulations 2007

The Board of Directors proposes as special business at the meeting the approval, as set out in Resolution 10 of the Notice of Annual General Meeting, of certain amendments to the Company's Articles of Association.

Resolution 10 proposes the adoption of amended Articles of Association of the Company to update the existing document in respect of legislative and other changes. This includes new wording relating to electronic communications and other procedural changes, as well as changes with regard to share pre-emption authorities as may be given by the members and matters concerning the Directors. A summary of the effect of those amendments is set out in Appendix 1 to this letter.

The Board of Directors proposes as special business at the meeting the approval, as set out in Resolution 11 of the Notice of Annual General Meeting, of certain matters with regard to the Transparency (Directive 2004/109/EC) Regulations 2007. This is connected with the changes to the Articles of Association proposed as part of Resolution 10 and concerns the authorisation proposed to be given to the Company whereby, where the context permits, it may communicate with members through electronic means. This, for example, may suit shareholders who no longer wish to receive bulky mail and allow more efficient communication between the Company and its shareholders.

McInerney Holdings plc 2004 Performance Share Plan

Shareholders are also being asked in Resolution 12 to approve a restatement of the McInerney Holdings plc 2004 Performance Share Plan (the "Performance Share Plan"). The purpose of the proposed restatement is to give the Remuneration Committee increased flexibility to tailor share incentives to take account of market conditions and the Company's overall performance and thereby to align management and shareholder interests more closely.

The Company has sought the views of the Irish Association of Investment Managers (IAIM) in relation to the proposed restatement and it has confirmed that its terms are acceptable.

Details of the amendments effected by the proposed restatement of the Performance Share Plan are set out in the attached Appendix 2.

Inspection

Copies of the Company's Articles of Association, including the amendments as proposed, and of the Rules of the Restated McInerney Holdings plc 2004 Performance Share Plan will be available for inspection during normal business hours on any weekday (public holidays excepted) at the registered office of the Company at 29 Kenilworth Square, Rathgar, Dublin 6 and at the offices of William Fry, Fitzwilton House, Wilton Place, Dublin 2 from the date of this letter until the close of the 2008 Annual General Meeting and at the location of the meeting for at least 15 minutes before and during the meeting.

Recommendation

The Board of Directors believes that the proposals referred to in this circular are in the best interests of the Company and its shareholders and recommends that you vote in favour of Resolutions 10, 11 and 12 at the Annual General Meeting, as the Board members propose to do so in respect of the shares owned or controlled by them.

The recommendation to shareholders in respect of Resolution 12 is given by the non-executive directors only, who are not eligible to participate in the Performance Share Plan.

Yours faithfully

Ned Sullivan
Chairman

Appendix 1

Summary of material changes contained in the new Articles of Association

The principal amendments that the Board recommends be made to the Company's existing Articles of Association are set out below.

Electronic communications

The Electronic Commerce Act 2000 permits companies to engage in e-commerce more easily and securely and lays down rules for the use of electronic signatures. To reflect the Act, amendments to update the Articles of Association are proposed and are included in the new Articles (see the definitions section and Articles 50, 68, 69, 102, 118, 121 and 129).

The new Articles provide for greater use of electronic communications generally. Article 129 (a new Article) provides that whenever any person is required by the Articles of Association to give or receive information in writing, such information may be given or received in electronic form, subject to such restrictions as the Directors may determine. Notwithstanding this, no provision of Article 129 affects any legal requirement to serve a document in a particular manner. The Company is not compelled to send or receive electronic communications until the Directors so determine.

These changes will permit the Company to use electronic communications to communicate with shareholders in accordance with individual shareholder preference.

Uncertificated shares

Amendments are made in the proposed Articles of Association to accommodate the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (the "1996 Regulations") which concern the uncertificated securities system. The definitions section and Articles 15, 37 and 69 of the proposed Articles of Association include amendments to accommodate the 1996 Regulations. It should be noted that shareholders can continue to hold their shares in certificated form should they wish.

Procedural changes and notices

A number of changes are made concerning the appointment of proxies (see Articles 68 and 69). A shareholder may appoint more than one proxy to attend at the same meeting in respect of separate shares held by that shareholder. The Directors may determine to accept notices appointing a proxy in electronic form. Provisions are also added concerning the appointment of proxies by means of an electronic communication by shareholders holding shares in uncertificated form. Under Article 118, in certain circumstances notices may be served by e-mail or by displaying a notice on a website.

Authority of Directors to allot shares

Where the shareholders have authorised the Directors to allot shares, Article 10 of the proposed Articles of Association provides that such authority will ordinarily expire at the next Annual General Meeting of the Company unless previously revoked. Article 10 also provides that the authority of the Directors to allot shares where so authorised shall not exceed in aggregate the amount specified in the shareholders' resolution.

Authority of Directors to disapply pre-emption rights

Where the shareholders have authorised the Directors to issue shares without pre-emption restrictions, Article 11 provides that such authority will ordinarily expire at the next Annual General Meeting of the Company unless previously revoked. It is proposed that the specified limit on the number of shares which may be allotted without pre-emption restrictions (5% of the issued ordinary share capital of the Company in the Article as currently drafted) will be replaced. The authority given pursuant to the amended Article will instead be in respect of such maximum as the shareholders may from time to time determine by way of special resolution of the Company. It is proposed that at the 2008 Annual General Meeting, the authority granted under the amended Article would be up to 10% of the issued ordinary share capital of the Company (this authority to expire at the next Annual General Meeting).

Treasury shares and dealings by the Company in its own shares

It is proposed that Article 4 be amended to provide that the Company may cancel any shares redeemed by it or may hold them as treasury shares with liberty to re-issue. It is proposed that Article 12 be amended to provide that the ability of the Company to purchase any of its own shares is extended to any of the Company's subsidiaries. The provisions in the existing Article 12 concerning the maximum price the Company may pay for its own shares are updated in the revised Articles of Association as proposed, and the Company may cancel any shares so purchased or hold them as treasury shares with liberty to re-issue. Article 13 as amended concerns the calculation of the re-issue price for treasury shares.

Directors

The maximum possible number of Directors under Article 72 of the proposed Articles of Association is increased from ten to twelve. Article 73 relating to the ordinary remuneration of Directors is amended by providing that the aggregate remuneration of the Directors who do not hold executive office shall not exceed €600,000, or such other sum as the shareholders may determine. The provisions in Article 82 concerning the retirement of Directors by rotation are amended in line with the Combined Code, which recommends that all Directors must submit themselves for election at least every three years.

Appendix 2

Restatement of the McNerney Holdings plc 2004 Performance Share Plan

The following is a summary of the principal amendments to be made pursuant to the proposed restatement of the Performance Share Plan.

General

The Performance Share Plan currently provides for the grant of performance share awards to executives and employees of the Company. Awards take the form of allocations of a specific number of shares which vest, entitling the holder to receive the shares subject to the award, without payment of consideration, if certain conditions related to the Company's performance are satisfied over a three or five-year period.

Basic Tier Awards vest if the growth in the Company's earnings per share ("EPS") is at least equal to the increase in a weighted Irish/UK consumer price increase index plus 5% per annum, compounded, over the three financial years of the Company, beginning with the year in which the award is made. Second Tier Awards are also subject to that EPS performance condition, with minimum growth compounded over a period of five financial years. In addition, in order for Second Tier Awards to vest, the Company's total shareholder return ("TSR") for the five-year period must rank in the upper half of the TSR rankings of a peer group of companies for the same period.

The Company previously operated the McNerney Holdings plc 1999 Share Option Scheme (the "1999 Option Scheme"). Effective from the adoption of the Performance Share Plan in 2004, no additional share options could be granted under the 1999 Option Scheme but options granted prior to that continued in effect.

Changes to the Performance Conditions

Under the restated Performance Share Plan, the following performance conditions and vesting arrangements will apply.

Vesting of awards under the Performance Share Plan will be dependent on the Company's TSR performance over a three-year period, relative to the TSR performance of each company in a carefully selected group of comparator companies over that period. No part of an award will vest unless the Company achieves at least a median (50th percentile) ranking. If a median ranking is achieved, 50% of the total award will vest. If a ranking between the median and the 75th percentile is achieved, vesting will occur on a straight-line basis between 50% and 100% of the award.

The Remuneration Committee may alter the composition of the comparator group should it determine that, for reason of merger of companies within the group or other unforeseen circumstances, it is no longer an appropriate comparator.

In order to ensure that the Company's TSR performance is a true reflection of the underlying financial performance of the Company, an award will not vest at all unless a separate threshold or minimum performance condition is also satisfied over the three-year performance period. The Remuneration Committee will determine that condition at the time an award is made, it will be an objective, Company-specific performance condition and it may vary from award to award.

In exceptional circumstances, should unforeseen events occur which cause the Remuneration Committee to determine that the Company's TSR performance relative to comparator companies and/or the threshold Company-specific performance condition no longer represent a true measure of the Company's performance over the applicable performance period, the Remuneration Committee will have discretion to alter the performance conditions or vesting arrangements applicable to an award, to the advantage or detriment of the award holder, in such manner as it considers appropriate in order to align the vesting of the award with a genuine measure of the Company's performance over that period.

Leaving employment

Generally, an award will lapse upon the holder ceasing to be employed within the Company's group. However, if an award holder ceases to be an employee by reason of death, injury, disability, retirement, redundancy, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Remuneration Committee, then the Remuneration Committee may provide that some or all of his award will vest in connection with the cessation of employment.

Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation), awards will vest early to the extent that the performance conditions have been satisfied at that time. Dependent on the performance condition, part or all of an award may be pro-rated to reflect the reduced period of time between grant and vesting (relative to the original performance period). To the extent that awards do not vest early based on satisfaction of the performance conditions, they may be exchanged for comparable awards over the acquiring company's shares or vesting may occur at the discretion of the Remuneration Committee.

New Share Option Programme

The restated Performance Share Plan will allow the Remuneration Committee to grant share options in addition or as an alternative to performance share awards. The terms and conditions of such options can be summarised as follows:

- the exercise price of an option will be the market value of a share of the Company at the time the option is granted;
- options will have a maximum term of ten years from the date of grant; and
- options will vest and become exercisable no earlier than three years after the date of grant and will be subject to performance conditions determined based on the same principles as will apply to performance share awards, as summarised above.

Generally, options will lapse and cease to be exercisable upon termination of employment. However, if the optionholder ceases to be an employee by reason of death, injury, disability, retirement, redundancy, his employing company or the business for which he works being sold out of the Company's group or in other circumstances at the discretion of the Remuneration Committee, then the Remuneration Committee may provide that his option shall become exercisable in whole or in part in connection with the cessation of employment and/or that he may be allowed a period after cessation of employment in which his option may be exercised.

Options will automatically accelerate and become fully exercisable in connection with a takeover or sale of the Company.

Overall Share Limits

Currently, over any three-year period the Company may grant awards under the Performance Share Plan over a maximum of 3% of the Company's total issued share capital. Under the restated Performance Share Plan, the Remuneration Committee will have authority to grant awards and share options in excess of this limit in exceptional circumstances.

Currently, awards may be granted over up to 10% of the Company's total issued share capital over any ten-year period.

Under the restated Performance Share Plan, a 10% limit will apply to the aggregate number of shares subject to awards made and options granted over any ten-year period. Shares issued or transferred in satisfaction of awards or option exercises may be newly issued shares or shares acquired on the market and held in an employee benefit trust.

Individual Share Limits

Under the current provisions of the Performance Share Plan, Basic Tier Awards may be awarded to an individual only to the extent that the aggregate value of the shares subject to all Basic Tier Awards granted under the Performance Share Plan and three-year options granted under the 1999 Option Scheme over the preceding 10-year period would not exceed four times the individual's annual remuneration. Second Tier Awards may be awarded to an individual only to the extent that the aggregate value of shares subject to all Second Tier Awards granted under the Performance Share Plan and to five-year options granted under the 1999 Option Scheme over the preceding 10-year period would not exceed four times the individual's annual remuneration.

Under the restated Performance Share Plan, save in exceptional cases as determined by the Remuneration Committee, where necessary for retention or recruitment purposes, the value of the shares subject to all awards and options granted under the Performance Share Plan to any individual in any financial year will not exceed 150% of the employee's base salary at the time of grant of an option or award.

However, the Performance Share Plan is designed to reward exceptional performance. Accordingly, the value of shares that will vest if the Company achieves a total shareholder return ("TSR") ranking higher than the 75th percentile in its comparator group of companies (see Changes to the Performance Conditions above) may be increased at the discretion of the Remuneration Committee.

For purposes of calculating the annual individual limit, the value of shares subject to all share options will be one-third of the exercise price of the option. The value of shares subject to each award will be 100% of the market value of the shares subject to that award on the date of its grant.

In addition, the aggregate value of shares subject to options granted to an individual on any date may not, when aggregated with the value of options granted to that individual prior to that date, including options granted under the 1999 Option Scheme, exceed six times the individual's remuneration at that time. For purposes of calculating this limit, the value of the shares will be the option exercise price per share and the Remuneration Committee may in its discretion use the individual's remuneration for the most recently completed financial year before the date of grant of the option or the average remuneration for the three most recently completed financial years prior before that date in order to calculate the maximum limit.

Shares subject to awards or options that expire or lapse prior to vesting or exercise, respectively, will not be included in the calculation of the overall or individual maximum limits.

Share options that have been exercised will not be included in the calculation of the individual maximum limits.

Disclosure of Exceptional Events

The Company will make appropriate disclosure in its Annual Report for the relevant year of the threshold performance condition(s) established for all awards made and options granted during that year and of any exercise by the Remuneration Committee of its discretion, in exceptional circumstances, to make awards and/or grant options in excess of the individual maximum annual salary limit or the aggregate 3% limit over three years, alter the composition of the comparator group for purposes of measuring the Company's TSR performance or alter the performance conditions or vesting arrangements applicable to an award or option.

Amendments

The Remuneration Committee may at any time amend the Performance Share Plan, provided that the prior approval of shareholders is obtained for any amendment that is to the advantage of participants in respect of the rules governing eligibility, limits on individual participation, the overall limits on the number of shares that may be issued or transferred under the Performance Share Plan, the basis for determining a participant's entitlement to and the terms of, the shares or cash or other benefit to be provided under awards and options and for the adjustment of awards and options if there is a capitalisation issue, rights issue, subdivision or consolidation of shares or reduction of capital or any other variation of capital.

The requirement to obtain the prior approval of shareholders will not apply to any minor alterations made to benefit the administration of the Performance Share Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Prior shareholder approval will also not be required for any amendment made in accordance with the rules of the Performance Share Plan to any performance condition applying to an award or option.

