



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 your own personal financial advice from your stockbroker or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your ordinary shares in Frontier IP Group Plc, you should pass this document and the annual report and financial statements of Frontier IP Group Plc for the year ended 30 June 2012 and the form of proxy, without delay, to the stockbroker, bank or other person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Frontier IP Group Plc

(Incorporated in England & Wales under the Companies Act 1985, Registered No.6262177)

Directors

K Andrew Richmond (Non-executive Chairman)
Neil D Crabb (Chief Executive Officer)
Jacqueline A McKay (Chief Operating Officer)
David J Cairns (Portfolio Director)
Marilyn D Cole (Finance Director and Company Secretary)
Marcus Yeoman (Non-executive Director)

Registered Office
NorthWest Wing
Bush House
Aldwych
London WC2B 4EZ

7th December 2012

Dear Shareholder

2012 ANNUAL GENERAL MEETING

This year's Annual General Meeting ("AGM") of the Company is to be held at 10.30am on 31 December 2012 at 41 Charlotte Square, Edinburgh EH2 4HQ. The notice of the AGM is contained on pages 3 and 4 of this document and sets out the business to be considered at the AGM. The purpose of this letter is to explain that business to you.

Resolution 1: Receipt of Reports and Financial Statements (Ordinary Resolution)

This resolution relates to the receipt by the AGM of the Directors' and auditor's reports and the financial statements of the Group for the year ended 30 June 2012, which are enclosed with this letter and which are also available to download at the Company's website at www.frontierip.co.uk.

Resolutions 2 & 3: Re-appointment of Directors appointed since the last AGM (each an Ordinary Resolution)

The Company's Articles of Association require that where the Directors appoint an additional Director, the person so appointed shall only hold office until the next annual general meeting and then shall be eligible for re-appointment at that meeting. Accordingly, resolution 2 proposes the re-appointment of Andrew Richmond and resolution 3 proposes the re-appointment of Marcus Yeoman, both of whom were appointed as Directors since the last annual general meeting. Details on both Andrew and Marcus can be found on page 11 in the Annual Report & Financial Statements of the Group enclosed herewith.

Resolution 4 & 5: Re-appointment of Directors retiring by rotation (Ordinary Resolutions)

The Company's Articles of Association require that one-third of the Directors retire by rotation at the AGM and that any Director who thus retires may offer himself for re-election. Resolution 4 proposes the re-appointment of David Cairns and resolution 5 proposes the re-appointment of Jacqueline McKay, both of whom are retiring by rotation.

Resolution 6: Remuneration Report (Ordinary Resolution)

The Company is required to put its report on Directors' remuneration to an advisory shareholder vote. As the vote is advisory it does not affect the actual remuneration paid to any individual Director. The report on Directors' remuneration is set out in the Annual Report referred to in Resolution 1 above.

Resolution 7: Re-appointment and remuneration of the auditor (Ordinary Resolution)

It is proposed to re-appoint Chantrey Vellacott DFK LLP as auditor of the Company and to authorise the Directors to fix their remuneration.

Action to be taken

A form of proxy for use by shareholders in connection with the AGM is enclosed with this letter. You are asked to complete and return it to the Company Secretary at 41 Charlotte Square, Edinburgh EH2 4HQ as soon as possible and in any event so as to be received not later than 10.30am on 27 December 2012. Further information regarding the appointment of proxies and voting can be found on pages 4 and 5 of this document. Completion or return of a form of proxy will not prevent you from attending the AGM and voting in person should you wish to do so.

Recommendation

Your Board believes that the adoption of all the proposed resolutions will promote the success of the Company and is in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the proposed Resolutions, as they intend to do in respect of their own beneficial shareholdings amounting to 3,139,230 ordinary shares of 10 pence each representing 24.05 per cent. of the issued share capital of the Company as at the date of this letter.

Yours sincerely

K A Richmond
Non-executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Frontier IP Group Plc (the “Company”) will be held at 10.30am on 31 December 2012 at 41 Charlotte Square, Edinburgh EH2 4HQ for the following purposes:

ORDINARY BUSINESS

As ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

1. To receive and consider the financial statements of the Company for the year ended 30 June 2012, together with the reports of the Directors and the auditor thereon.
2. To re-appoint K Andrew Richmond as a Director of the Company.
3. To re-appoint Marcus Yeoman as a Director of the Company.
4. To re-appoint David J Cairns as a Director of the Company.
5. To re-appoint Jacqueline A McKay as a Director of the Company.
6. To approve the report on Directors’ remuneration for the year ended 30 June 2012.
7. To re-appoint Chantrey Vellacott DFK LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which financial statements are laid before the Company and to authorise the Directors to determine their remuneration.

Dated: 7 December 2012

Registered Office:
Northwest Wing
Bush House
Aldwych
London WC2B 4EZ

By order of the Board

Marilyn Dawn Cole
Secretary

Notes:

The following notes explain your general rights as a shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf.

1. Only those shareholders registered in the Register of Members of the Company as at 10.30am on 27 December 2012 (the “Specified Time”) shall be entitled to attend or vote at the AGM in respect of shares registered in their name at that time. Changes to entries on the Register of Members after the Specified Time shall be disregarded in determining the rights of any person to attend or vote at the AGM, notwithstanding any provisions in any enactment, the articles of association of the Company or other instrument to the contrary. Should the AGM be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by 10.30am two days prior to the adjourned AGM or, if the Company gives notice of the adjourned AGM, at the time specified in such notice.
2. A person entitled to receive notice of, and attend and vote at, the AGM may appoint a proxy or proxies to attend and exercise all or any of his rights to attend, speak and vote at that meeting in his stead. A proxy need not be a member of the Company but must attend the AGM to represent you. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. Appointment of a proxy will not preclude a member from attending and/or voting in person at the AGM. A form of proxy for use at the AGM is enclosed and, if used, should be lodged, together with any power of attorney or other authority (if any) under which it is signed, in accordance with the terms detailed on the form of proxy. To be valid the form of proxy must be received by the Company Secretary at 41 Charlotte Square, Edinburgh EH2 4HQ not less than 48 hours before the time of the AGM or any adjournment thereof. Any power of attorney or other authority under which the form of proxy is signed (or a certified copy of such authority) must be included with the form of proxy.

3. 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 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) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.
4. Members satisfying the thresholds in Section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to (a) 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 (b) any circumstances connected with an Auditor of the Company ceasing to hold office since the last AGM, which the members propose to raise at the meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's Auditors no later than the time it makes its statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required to publish on its website pursuant to this right.
5. Pursuant to Section 319A of the Act, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
6. Members satisfying the thresholds in Section 338 of the Act may require the Company to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which those members intend to move (and which may properly be moved) at the AGM. A resolution may properly be moved at the AGM unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. The business which may be dealt with at the AGM includes a resolution circulated pursuant to this right. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company not later than 6 weeks before the date of the AGM.
7. Members satisfying the thresholds in Section 338A of the Act may request the Company to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM. A matter may properly be included in the business at the AGM unless (i) it is defamatory of any person or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person(s) making it and must be received by the Company not later than 6 weeks before the date of the AGM.
8. In accordance with Section 311A of the Act, the contents of this notice of meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website at www.frontierip.co.uk.
9. As at 6 December 2012 (being the last business day prior to the publication of this notice), the Company's issued share capital consists of 13,052,165 ordinary shares, carrying one vote each. Therefore, the total number of voting rights of the Company as at 6 December 2012 is 13,052,165.

Communication

10. Except as provided above, members who have general queries about the AGM should contact the Company Secretary.
11. Shareholders may not use any electronic address provided either in this notice of AGM or any related documents (including the proxy form) to communicate with the Company for any purpose other than those expressly stated.