

1 April 2008

Dear Shareholder

Annual General Meeting: Lighthouse Group plc

The 2008 annual general meeting of Lighthouse Group plc ("**Company**") will be held at 26 Throgmorton Street, London EC2N 2AN, on 24 April 2008 at 10.00 am.

I am writing to give you details of the items of business that will be put before the meeting.

This year, shareholders will be asked to approve 12 resolutions. Resolutions 1 to 9 will be proposed as ordinary resolutions. This means that more than 50 per cent of the votes cast must support these resolutions. Resolutions 10 to 12 will be proposed as special resolutions. At least 75 per cent of the votes cast must support these resolutions if they are to be passed.

Resolution 1: Annual report and accounts

Each year the directors of the Company are required to lay before the annual general meeting the annual accounts of the Company together with the directors' report and auditors' report on those accounts.

Resolutions 2, 3, 4 and 5: Reappointment of directors

Resolution 2, 3 and 4 propose the reappointments of Mr P Whitehead, Mr D Hickey and Ms P Grigg as directors. This is in accordance with the Company's articles of association which require that one-third of the directors (or the number nearest to but not exceeding one-third) retire by rotation at each annual general meeting. The directors who are retiring by rotation are those who have been directors for the longest period of time since they were last appointed or reappointed by shareholders.

Resolution 5 proposes the reappointment of Mr R Last as a director. Under the Company's articles of association any new director appointed by the board must retire and seek reappointment at the next annual general meeting following his appointment. This gives shareholders the opportunity to confirm that appointment.

Resolution 6: Reappointment of auditors

The Company is required to reappoint auditors at each annual general meeting at which accounts are laid, to hold office until the next such meeting. Therefore, resolution 6 proposes the reappointment of Ernst & Young LLP as auditors and, in accordance with normal practice, resolution 6 authorises the directors to determine the auditors' remuneration.

Resolution 7: Final dividend

The directors are recommending a dividend of 0.5 pence per ordinary share to shareholders whose names appear on the register at the close of business on 25 March 2008. If approved, the final dividend will be paid on 1 May 2008.

Resolution 8: Amendments to share option plans

This resolution will approve amendments to the rules of the Lighthouse Group plc Unapproved Plan ("**Unapproved Plan**") and the Lighthouse Group plc Approved Company Share Option Plan ("**Approved Plan**") in order to allow the grant of options under each of these plans within the period of 14 days following completion of the proposed acquisition of Sumus plc by way of court approved scheme of arrangement of Sumus plc ("**Scheme**") pursuant to Section 425 of the Companies Act 1985 ("**Act**") (**Merger**).

The rules of each of the Unapproved Plan and the Approved Plan currently generally only allow for the grant of options at any time in the 42 day period following announcement of the Company's interim or final results. It is proposed that these rules be amended to allow for the grant of options in the 14 day period following the Effective Date (as defined under the terms of the Scheme) to allow for the grant of options following completion of the Merger to a number of individuals as soon as possible following completion of the Merger, to align the interests of directors and senior managers in the enlarged group with those of the Company's shareholders by giving them an opportunity to share in the success of the business.

In addition, it is proposed that the definition of remuneration in the Unapproved Plan, which is used to determine the value of shares under option that can be granted to an individual, should include payments made to a company where the services of a director of a group company are provided through such company.

Resolution 9: Authority to allot shares

The directors of a company may only allot shares if they have been authorised to do so by shareholders in general meeting. Resolution 9 renews a similar authority given at last year's annual general meeting and authorises the directors to allot shares in the capital of the Company up to an aggregate nominal amount of £279,062.50 (which represents approximately one-third of the issued share capital of the Company). This limit is in line with the guidelines issued by the Investor Protection Committee.

If given, this authority will expire at the conclusion of the Company's next annual general meeting. It is the directors' intention to renew this authority each year.

Resolution 10: Disapplication of pre-emption rights

Resolution 10 will be proposed as a special resolution and renews a similar authority given at last year's annual general meeting and, if passed, would enable the directors to allot shares for cash on a non pre-emptive basis in limited circumstances. It is proposed to authorise the directors to issue shares for cash up to an aggregate nominal amount of £41,859.37 (which represents approximately five per cent of the Company's issued share capital), without having to first offer them to shareholders in proportion to their existing holdings. This limit is in line with the guidelines issued by the Pre-emption Group. In addition, in accordance with normal practice, the resolution would enable the board to deal with overseas shareholders and fractional entitlements as it thinks fit in the context of any rights issue or open offer.

If given, this authority will expire at the conclusion of the Company's next annual general meeting. It is the directors' intention to renew this authority each year.

Resolution 11: Purchase by the Company of its own shares

This resolution will be proposed as a special resolution. If passed, it will allow the Company to buy back up to 8,371,875 ordinary shares in the market (representing approximately ten per cent of the Company's issued share capital as at the date of the notice of the annual general meeting) in the event that the resolutions proposed to be passed at the forthcoming extraordinary general meeting due to be held on 14 April 2008 ("**Extraordinary General Meeting**") are not passed or 13,285,305 ordinary shares in the market (representing between approximately 10 per cent and 11 per cent of the Company's issued share capital depending on the number of the shareholders of Sumus plc who elect to take the partial cash alternative pursuant to the Merger, in the event that the resolutions proposed to be passed at the forthcoming Extraordinary General Meeting are passed. The minimum and maximum prices for such a purchase are set out in the resolution. The directors have no current intention of exercising this authority and would only do so if they were satisfied that the purchase would be likely to result in an increase in expected earnings per share, and would be in the best interests of shareholders generally.

If given, this authority will expire on the conclusion of the Company's next annual general meeting or on 24 October 2009 (whichever is earlier). It is the directors' intention to renew this authority each year.

Resolution 12: Amendment to articles of association

Resolution 12 will be proposed as a special resolution and proposes an amendment to the articles of association on and from 1 October 2008 to take account of changes in English company law brought about by the Companies Act 2006 ("**2006 Act**"), specifically relating to directors' conflicts of interest.

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation.

Section 175(5)(b) of the 2006 Act allows directors of public companies to authorise conflicts and potential conflicts where the articles of association contain a provision to this effect. The 2006 Act also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest so that the relevant company's directors may avoid breaching their duties. The amendments to the articles of association give the directors authority to approve conflicts and potential conflicts of interest and include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only independent directors (ie those who have no interest in the matter being considered) will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

Due to the phased nature of implementation of the 2006 Act, it is likely that further changes to the Company's articles of association will be proposed at a later annual general meeting.

Yours sincerely

A handwritten signature in black ink, appearing to be 'D. Hickey', written in a cursive style.

David Hickey

Chairman