

THIS DOCUMENT AND THE ENCLOSED FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek advice from your own stockbroker, bank manager, solicitor, accountant or other financial adviser authorised pursuant to the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your shares in Brulines Group plc, please send this document and the accompanying form of proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission of the Placing Shares will become effective and that dealings will commence on 30 December 2008. The Placing Shares will, on Admission, rank *pari passu* in all respects with and will rank in full for all dividends and other distributions declared, made or paid in respect of, the existing Ordinary Shares after Admission

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE NOTICE OF GENERAL MEETING OF THE COMPANY SET OUT AT THE END OF THIS DOCUMENT.

BRULINES GROUP PLC

(a company incorporated in England and Wales and registered with number 05345684)

PROPOSED PLACING OF 3,786,641 NEW ORDINARY SHARES AT 125 PENCE PER SHARE BY CENKOS SECURITIES PLC

NOTICE OF GENERAL MEETING

Your attention is drawn to the letter from the Chairman of Brulines Group plc which is set out on pages 4 and 5 of this document and which contains, amongst other matters, your Board's recommendations to vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of the Company to be held at 11:00 a.m. on 29 December 2008 at Gordons LLP, Riverside West, Whitehall Road, Leeds LS1 4AW is set out at the end of this document. Shareholders are requested to return the enclosed form of proxy, which to be valid must be completed and returned in accordance with the instructions printed thereon so as to be received as soon as possible by the Company but in any event so as to be received by the Company not less than 48 hours before the time appointed for the meeting, being 11:00 a.m. on 27 December 2008. Completion and return of a form of proxy will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

Cenkos Securities is the nominated adviser and broker to the Company for the purposes of the AIM Rules. Cenkos Securities, which is regulated by the Financial Services Authority, is acting for the Company and no one else in connection with the Placing and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cenkos Securities or for providing advice in relation to the Placing. Cenkos Securities as nominated adviser and broker to the Company, owes certain responsibilities to the London Stock Exchange which are not owed to the Company or to the Directors.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, purchase or subscribe for any securities. This document has not been examined or approved by the Financial Service Authority or the London Stock Exchange or any other regulatory authority.

Copies of this document are available free of charge until 14 January 2009 at the offices of Cenkos Securities at 6, 7, 8 Tokenhouse Yard, London EC2R 7AS during usual business hours on any weekday (public holidays excepted).

This document does not constitute an offer to sell or issue or solicitation of an offer to buy or subscribe for Placing Shares in any jurisdiction, including, without limitation, the United Kingdom, the United States, Canada, Australia, Japan and the Republic of Ireland. This document and the information contained herein are not for publication or distribution, directly or indirectly, to persons in the United States, Canada, Australia, Japan and the Republic of Ireland or in any jurisdiction in which such publication or distribution is unlawful. The Placing Shares referred to in this document have not been and will not be registered under the US Securities Act of 1933 ("the Securities Act") and may not be offered or sold within the United States absent registration or an exemption from registration.

No representation or warranty, express or implied, is made by Cenkos Securities as to any of the contents of this document and without limiting the statutory rights of any person to whom this document is issued, no liability whatsoever is accepted by Cenkos Securities for the accuracy of any information or opinions contained in this document or for the omission of any material information.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of publication of this document	12 December 2008
Latest time and date for receipt of Forms of Proxy for the General Meeting	11:00 a.m. on 27 December 2008
General Meeting	11:00 a.m. on 29 December 2008
Admission and commencement of dealings in new Ordinary Shares on AIM	30 December 2008
Where applicable, expected dates for CREST accounts to be credited in respect of the New Ordinary Shares	30 December 2008
Where applicable, expected date of dispatch of definitive share certificates for new Ordinary Shares	7 January 2009

If any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through Regulatory Information Service. All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions contained in the notice of General Meeting at the General Meeting.

PLACING STATISTICS

Placing Price	125 pence
Number of Ordinary Shares (excluding Treasury Shares) in issue at the date of this document	24,125,523
Number of Placing Shares being conditionally placed	3,786,641
Number of Ordinary Shares (excluding Treasury Shares) in issue immediately following completion of the Placing	27,912,164
Placing Shares as a percentage of the enlarged issued Ordinary Share Capital (excluding Treasury Shares)	15.7 per cent
Estimated total proceeds of the Placing	£4.7 million
Estimated net proceeds of the Placing receivable by the Company	£4.4 million

DEFINITIONS

1985 Act	the Companies Act 1985 (as amended)
2006 Act	the Companies Act 2006
Admission	admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules.
AIM	AIM, a market of the London Stock Exchange
AIM Rules	the AIM Rules for Companies and, as appropriate, the AIM Rules for Nominated Advisers, as respectively published by the London Stock Exchange
Board or Directors	the directors of the Company at the date of this document whose names are set out on page 4 of this document
Brulines or the Company	Brulines Group plc
Cenkos Securities	Cenkos Securities plc
Existing Ordinary Shares	the Company's Ordinary Shares (excluding Treasury Shares) in issue at the date of this document
General Meeting	the general meeting of the Company convened for 11:00 a.m. on 29 December 2008 and any adjournment thereof, notice of which is set out at the end of this document
Group	the Company and its subsidiaries
London Stock Exchange	London Stock Exchange plc
Ordinary Shares	ordinary shares of 10 pence each in the capital of the Company
Placing	the conditional placing by Cenkos Securities of the Placing Shares on behalf of the Company at the Placing Price on the terms of the Placing Agreement
Placing Agreement	the agreement dated 12 December 2008 entered into between the Company and Cenkos Securities in relation to the Placing which contains terms and conditions typical for an agreement of its type
Placing Price	125 pence per Ordinary Share
Placing Shares	the 3,786,641 new Ordinary Shares which are to be issued pursuant to the Placing
Resolutions	the resolutions set out in the notice of the General Meeting at the end of this document
Shareholders	holders of Ordinary Shares

Directors:

J. H. Newman (*Non-Executive Chairman*)
J. W. Dickson (*Chief Executive Officer*)
M. H. Foster (*Finance Director*)
D. J. Noble (*Operations Director*)
S. W. Darling (*Commercial Director*)
S. C. Gilliland (*Non-Executive Director*)

Registered Office:

One Surtees Way
Surtees Business Park
Stockton-on-Tees
TS18 3HR

Letter from the Chairman of Brulines Group plc
(*incorporated and registered in England and Wales under number 05345684*)

12 December 2008

To the Ordinary Shareholders and, for information only, to optionholders

Dear Shareholder,

**Proposed Placing of new Ordinary Shares
Notice of General Meeting**

Proposed placing of up to 3,786,641 new ordinary shares at 125p per share and notice of General Meeting

Today, the Board of Brulines announced a proposed placing of up to 3,786,641 new Ordinary Shares at 125p per share to raise approximately up to £4.7 million pounds net of expenses to enable the Company to invest in growth opportunities.

The Directors believe the current economic climate is providing the Group with significant opportunities. This is evidenced by the Company's announcement of the acquisition of Vianet Limited ("Vianet") earlier today. Vianet provides, what the Directors believe to be, market leading telemetry & data capture solutions to the vending industry as well as providing market leading M2M telemetry solutions in a growing market place. Brulines has been pursuing an increased presence in the vending market place since its acquisition of Coin Metrics and the Vianet acquisition fits very well with the core competencies of the Group and gives Brulines a significant and immediate presence in this growing market place without the need for Brulines to expend time and resources developing a product offering. The Directors believe that the combination of the two businesses should provide considerable cost savings which, when coupled with the opportunity to exploit pan European market opportunities, should enable the acquisition to become earnings enhancing during the year to March 2010. Furthermore, the Directors believe that there are significant synergies to be achieved in the enlarged business across a number of technical areas including devices, applications and connectivity. For further information on this acquisition please see the separate acquisition announcement.

With the Group well placed to sustain its organic growth path within the leisure sector, the Directors believe that the Placing will enable the Group to take advantage of further complementary acquisition and commercial opportunities as and when they arise, as well as strengthening considerably the Group's balance sheet. Such acquisitions would enable the Group to extend its core capabilities into adjacent markets, where the Directors believe there exists an opportunity to establish market leading products and services, as well as consolidating in sectors in which the Company already operates. The Group's strategic intent is to profitably extend our data handling penetration and footprint in the leisure, vending and petrol forecourt sectors where there is considerable overlap and we can seek to achieve market leading positions using our core capabilities and market leading products.

Currently the number of Placing Shares exceeds the number of Ordinary Shares which can be allotted by the Directors. A General Meeting of the Company is therefore required to grant the Directors authority to allot the Placing Shares (and further Ordinary Shares, as set out in the Resolutions) and to disapply pre-emption rights in respect of the Placing Shares (and further Ordinary Shares, again, as set out in the Resolutions).

Details of the Placing

The Placing comprises placing of 3,786,641 Placing Shares to institutional investors at the Placing Price by the Company to raise gross proceeds of £4,733,301.25. All Placing Shares will be issued at the Placing Price. The Placing Shares would represent approximately 15.7 per cent of the Existing Ordinary Shares. The Placing Shares are expected to be admitted to trading on 30 December 2008.

Under the Placing Agreement, Cenkos has agreed to use its reasonable endeavours to procure subscribers for the Placing Shares at the Placing Price. The obligations of Cenkos are conditional, *inter alia*, upon the passing of the Resolutions and Admission taking place on or before 8:00 a.m. on 30 December 2008 (or such later date, being not later than 8:00 a.m. on 14 January 2009 as the Company and Cenkos may agree in writing).

The Placing Shares will, upon issue, rank *pari passu* in all respects with the Existing Ordinary Shares.

General Meeting

You will find set out at the end of this document a notice convening a General Meeting to be held at 11:00 a.m. on 29 December 2008 at Gordons LLP, Riverside West, Whitehall Road, Leeds LS1 4AW at which the following resolutions will be proposed to:

Resolution 1 *Directors' authority to allot Placing Shares*

Grant the Directors pursuant to section 80 of the 1985 Act, authority to allot relevant securities up to an aggregate nominal amount of £378,664 in respect of the Placing.

Resolution 2 *Directors' authority to allot further Ordinary Shares*

Grant the Directors pursuant to section 80 of the 1985 Act, authority to allot, grant options over, offer or otherwise deal with or dispose of any or all relevant securities up to an aggregate amount of £937,605, representing approximately one third of the issued share capital of the Company as at 30 December 2008. If approved this authority will expire at the next annual general meeting or, if earlier, 15 months from the date of passing of this resolution.

Resolution 3 *Disapplication of pre-emption rights in respect of the Placing Shares*

Approve the disapplication of pre-emption rights conferred by the 1985 Act in connection with the Placing Shares.

Resolution 4 *Disapplication of pre-emption rights in respect of further Ordinary Shares*

Approve the disapplication of pre-emption rights conferred by the 1985 Act in connection with (i) a rights issue in favour of holders of Ordinary Shares, where the equity securities respectively attributable to the interests of all holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them, and (ii) the allotment of equity securities up to an aggregate nominal value of £140,641 representing 5 per cent of the issued share capital of the Company. If approved this authority will expire at the next annual general meeting or, if earlier, 15 months from the date of passing of this resolution.

Action to be taken

A Form of Proxy is enclosed for use at the General Meeting. Whether or not you intend to attend the General Meeting, you are requested to complete, sign and return the Form of Proxy to the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible but in any event to arrive no later than 11:00 a.m. on 27 December 2008. The completion and return of a Form of Proxy will not preclude you from attending the General Meeting and voting in person should you subsequently wish to do so.

Recommendation

The Directors consider that the Placing is in the best interests of Shareholders as a whole. Accordingly, they recommend that you vote in favour of the Resolutions to be proposed at the General Meeting as they intend to do so in respect of their own beneficial holding of 4,099,636 Ordinary Shares in aggregate representing 14.7 per cent of the Existing Ordinary Shares in the Company.

Yours sincerely



James Newman
Chairman

Brulines Group plc
(the "Company")

NOTICE OF GENERAL MEETING

Notice is given that a general meeting of the Company will be held at Gordons LLP, Riverside West, Whitehall Road, Leeds LS1 4AW on 29 December 2008 at 11:00 a.m. to consider and, if thought fit, to pass the following resolutions.

Ordinary Resolutions

1. THAT the Directors be and they hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act") in substitution for all existing authorities under that section to exercise all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) up to an aggregate nominal amount of £378,664 to satisfy the allotment of ordinary shares of 10p each in the capital of the Company ("Ordinary Shares") under the terms of the proposed placing ("Placing"), the terms of which are summarised in the circular to shareholders dated 12 December 2008 ("Circular") at an issue price of 125p per Ordinary Share.
2. THAT, subject to the passing of Resolution 1, the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Act and in substitution for all existing authorities under that section (save for any such authority granted pursuant to resolution 1 above) to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any or all relevant securities (as defined in section 80 of the Act) of the Company up to an aggregate nominal amount of £937,605, representing approximately one third of the issued share capital of the Company at 30 December 2008 and the Ordinary Shares to be issued pursuant to the Placing provided that the authority hereby given shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the date falling 15 months after the date of this resolution, save that the Company may make an offer or agreement 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 pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired.

Special Resolutions

3. THAT, subject to the passing of resolution 1, pursuant to section 95 of the Act and in substitution for all existing authorities under that section, the Directors be and are generally empowered to allot equity securities (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 1 as if section 90(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of up to an aggregate nominal amount of £378,664 Ordinary Shares for cash in accordance with the terms of the Placing (as described in more detail in the Circular).
4. THAT, subject to the passing of resolution 2, the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) for cash pursuant to the authority conferred by resolution 2 as if sub-section (1) of Section 89 of the Act did not apply to any such allotment provided that this power shall be limited:
 - (i) to the allotment of equity securities in connection with a rights issue in favour of the holders of Ordinary Shares where the equity securities respectively attributable to the interests of all holders of Ordinary Shares are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them; and

- (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £140,641 representing 5 per cent of the issued share capital of the Company

and shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, on the date falling 15 months from the date of this resolution, save that the Directors may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired. This resolution is in substitution for all subsisting authorities, to the extent unused.

BY ORDER OF THE BOARD

Company Secretary: Mark Foster
Date: 12 December 2008
Registered office: One Surtees Way
Surtees Business Park
Stockton-on-Tees
TS18 3HR

Notes:

- (1) A form of proxy is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the General Meeting ("GM"). Appointment of a proxy does not preclude a shareholder from attending the GM and voting in person.
- (2) A member entitled to attend and vote at the GM may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notari ally) must be returned by one of the following methods:
 - in hard copy form by post, by courier or by hand to the Company's registrars, Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU;
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below and in each case must be received by the Company not less than 48 hours before the time of the meeting.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the GM and any adjournment thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. CREST members and where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy instructions. It is therefore the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- (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 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) 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.
- (4) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, in order to be able to attend and vote at the GM or any adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by 6.00 p.m. on 27 December 2008 (or 6.00 p.m. on the date two days before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.