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If you have sold or transferred all of your registered holding of ordinary shares in the Company please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank manager or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

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HARVEY NASH GROUP PLC  
(Registered in England and Wales with no. 3320790)

NOTICE OF ANNUAL GENERAL MEETING

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Notice of the Annual General Meeting of the Company to be held at the offices of Travers Smith LLP on 24 June 2010 at 10:00 a.m. is set out at the end of this document and the recommendation of the directors is set out on page 5.

A Form of Proxy for use at the Meeting is enclosed. To be valid, any instrument appointing a proxy must be received by Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, as soon as possible but in any event so as to arrive no later than 10:00 a.m. on 22 June 2010.

**HARVEY  
NASH**

The Power of Talent

HARVEY NASH GROUP PLC

(Registered in England and Wales with no. 3320790)

Directors:  
Ian Kirkpatrick (Chairman)\*  
Albert Ellis  
Richard Ashcroft  
Tom Crawford\*  
Gus Moore\*  
Simon Wassall

Registered Office:  
13 Bruton Street  
London  
W1J 6QA

18 May 2010

To holders of ordinary shares of 5p each in Harvey Nash Group plc (the "**Company**")

Dear Shareholder

This letter accompanies the 2010 Annual Report and gives details of the business to be transacted at the 2010 Annual General Meeting of the Company.

### **Annual General Meeting**

Notice of the Annual General Meeting is given on page 6. Resolutions 1 to 10 set out in the Notice deal with the ordinary business to be transacted at the Meeting and Resolutions 11 to 14 deal with the special business. Further explanation in relation to resolutions 4 to 6, 9 to 10 and 11 to 14 is set out below.

### **Resolutions 4 to 6 - Re-election of Directors (ordinary resolutions)**

The articles of association of the Company and the Combined Code require Directors who have served for longer than nine years to offer themselves for annual re-election. Ian Kirkpatrick, Tom Crawford and Gus Moore have each served for longer than nine years. Resolutions 4 to 6 propose their re-election. The Board has given specific consideration to the matter of the independence of each such Director and is satisfied that they each remain independent in character and judgement, making valued contributions as non-executive Directors.

Article 114 of the articles of association of the Company requires Directors to retire at the third annual general meeting after the annual general meeting or general meeting (as the case may be) at which they were previously elected. However, no Directors are required to retire at the 2010 Annual General Meeting pursuant to this article.

Brief biographies of the Directors are included in the 2010 Annual Report and Accounts.

### **Resolution 9 - Authority to allot shares or grant subscription or conversion rights (ordinary resolution)**

Resolution 9.1 asks shareholders to grant the Directors authority under section 551 Companies Act 2006 to allot shares or grant such subscription or conversion rights as are contemplated by sections 551(1)(a) and (b) respectively of the Companies Act 2006 up to a maximum aggregate nominal value of £1,463,154 being approximately 40% of the nominal value of the issued ordinary share capital of the Company as at 18 May 2010 and the amount of all outstanding options.

Resolution 9.2 gives the Directors authority to issue an additional aggregate nominal amount of up to £1,224,173, being an amount equal to 33% of the nominal value of the issued ordinary share capital of the Company as at 18 May 2010. This additional authority is to be applied to pre-emptive rights issues only and is in accordance with the recommendations of the Rights Issue Review Group and the Association of British Insurers.

The Directors have no current intention to undertake a rights issue or to allot new ordinary shares other than pursuant to outstanding share options as they become exercisable. However, the Directors consider it desirable to have the maximum flexibility permitted within corporate governance guidelines in order to best respond to changing market conditions. Should circumstances change and the Directors do exercise such further authority pursuant to Resolution 9.2, they intend to comply with the recommendations of the Association of British Insurers and stand for re-election at the following Annual General Meeting of the Company if they wish to remain in office.

The authorities granted under Resolution 9 will each expire at the date of the next Annual General Meeting of the Company unless previously revoked or varied by the Company in general meeting. Resolution 9 replaces a similar resolution passed at the Annual General Meeting of the Company on 2 July 2009.

**Resolution 10 - Disapplication of pre-emption rights (special resolution)**

If the Directors wish to allot unissued shares or other equity securities for cash or sell any shares which the Company holds in treasury following a purchase of its own shares pursuant to the authority in resolution 11 below, the Companies Act 2006 requires that such shares or other equity securities are offered first to existing shareholders in proportion to their existing holding. Resolution 10 asks shareholders to grant the Directors authority to allot equity securities or sell treasury shares for cash up to an aggregate nominal value of £183,626 (being 5% of the Company's issued ordinary share capital as at 18 May 2010) without first offering the securities to existing shareholders. The resolution also disapplies the statutory pre-emption provisions in connection with a rights issue, but only in relation to the amount permitted under Resolutions 9.1 and/or 9.2, and allows the Directors, in the case of a rights issue, to make appropriate arrangements in relation to fractional entitlements or other legal or practical problems which might arise. The authority will expire at the next Annual General Meeting. The resolution replaces a similar resolution passed at the Annual General Meeting of the Company held on 2 July 2009.

**Resolution 11 - Purchases of own shares by the Company (special resolution)**

Resolution 11 to be proposed at the Annual General Meeting seeks authority from shareholders for the Company to make market purchases of its own ordinary shares of 5p each in the capital of the Company ("**ordinary shares**"), such authority being limited to the purchase of 10% of the ordinary shares in issue as at 18 May 2010.

The maximum price payable for the purchase by the Company of its own ordinary shares will be limited to the higher of 5% above the average of the middle market quotations of the ordinary shares, as derived from the Daily Official List of the London Stock Exchange, for the five business days prior to the purchase and the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS.

The minimum price payable by the Company for the purchase of its ordinary shares will be 5p per share (being the amount equal to the nominal value of an ordinary share). The authority to purchase the Company's own ordinary shares will only be exercised if the Directors consider that there is likely to be a beneficial impact on earnings per ordinary share and that it is in the best interests of the Company at the time. The resolution renews a similar resolution passed at the Annual General Meeting of the Company held on 2 July 2009.

Company law allows the Company to hold in treasury any shares purchased by it using its distributable profits. Such shares will remain in issue and capable of being re-sold by the Company or used in connection with certain of its share schemes. The Company intends to take advantage of these developments to the extent that it exercises the authority to buy back its shares, so as to hold the purchased shares in treasury.

Options to subscribe for up to 4,779,618 ordinary shares have been granted and are outstanding as at 18 May 2010 (being the latest practicable date prior to publication of this document) representing 6.51% of the issued ordinary share capital at that date. If the Directors were to exercise in full the power for which they are seeking authority under resolution 11, the options outstanding as at 18 May 2010 would represent 7.23% of the ordinary share capital in issue following such exercise.

**Resolution 12 - Authority to utilise treasury shares with certain share schemes (ordinary resolution)**

Resolution 12 is being proposed to seek the authority required by the Financial Services Authority for a listed company to utilise any shares that it holds in treasury, resulting from a purchase of own shares, as described above, in connection with its employee share option schemes. For example, the Company will be able to use treasury shares to satisfy awards of share options under these schemes. The Company considers that the ability to use treasury shares in this manner (which in any event is expressly envisaged by the new treasury share legislation) will be in the best interests of the Company and its shareholders as a whole.

**Resolution 13 - Calling of general meetings (special resolution)**

Resolution 13 to be proposed at the Annual General Meeting seeks authority from shareholders to hold general meetings (other than Annual General Meetings) on 14 days' clear notice. This is permissible under the existing articles of association of the Company and the Companies Act 2006. However, pursuant to the EU Shareholders' Rights Directive and in accordance with published guidance from the Department of Business, Enterprise and Regulatory Reform, specific shareholder approval is required annually in order to retain this ability. The Directors believe that there may be circumstances in which it will be important for the Company to be able to call meetings at such short notice. Accordingly, the Directors believe that it is important for the Company to retain this flexibility.

**Resolution 14 – Adoption of new Articles of Association (special resolution)**

It is proposed in Resolution 14 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to take account of the implementation on 1 October 2009 of the final parts of the Companies Act 2006 (the "2006 Act") to come into force.

The principal changes introduced in the New Articles are summarised below. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 8 of this document.

### **1. Change of name**

Under the Companies Act 1985, a company could only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

### **2. Voting by proxies on a show of hands**

The Shareholders' Rights Regulations have amended the Companies Act 2006 so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The Current Articles have been amended to reflect that votes on a show of hands will be determined in accordance with the Companies Act 2006.

### **3. Voting by corporate representatives**

The Shareholders' Rights Regulations have amended the Companies Act 2006 in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

### **4. Adjournments for lack of quorum**

Under the Companies Act 2006 as amended by the Shareholders' Rights Regulations, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The Current Articles have been changed to reflect this requirement.

### **Action to be taken**

You are asked to either:

1. complete the attached Form of Proxy and return it, together with any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof, to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, so as to arrive no later than 10:00a.m. on 22 June 2010; or
2. if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described below.

Completion of the Form of Proxy or appointment of a proxy through CREST does not prevent a member from attending and voting in person.

### **Shares held in uncertificated form - electronic proxy appointment through CREST**

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising 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 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's specifications and must contain the information required for such instructions, as described in the CREST Manual ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message must be transmitted so as to be received by the issuer's agent, Equiniti Limited (ID RA19), by 10:00 a.m. on 22 June 2010. 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 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 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.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).

**Location of meeting**

The Annual General Meeting will be held at the offices of Travers Smith LLP at 10 Snow Hill, London EC1A 2AL.

**Recommendation**

The Board believes that the resolutions to be put to the Annual General Meeting are in the best interests of the shareholders as a whole and, accordingly, recommends that the shareholders vote in favour of the resolutions, as the Directors intend to do in respect of their beneficial shareholdings in the Company.

Yours sincerely

**Ian Kirkpatrick**  
**Chairman**

NOTICE OF ANNUAL GENERAL MEETING  
HARVEY NASH GROUP PLC  
(Registered in England and Wales with no. 3320790)

**NOTICE** is hereby given that the Annual General Meeting of Harvey Nash Group PLC (the “**Company**”) will be held at the offices of Travers Smith LLP at 10 Snow Hill, London EC1A 2AL on 24 June 2010 at 10:00a.m. for the transaction of the following business:

**ORDINARY BUSINESS**

As ordinary business to consider and, if thought fit, to pass the following resolutions, numbers 1 to 9 of which will be proposed as ordinary resolutions and number 10 of which will be proposed as a special resolution:

1. That the Company’s annual accounts for the year ended 31 January 2010, together with the Directors’ report and the auditors’ report on those accounts and on the auditable part of the Directors’ remuneration report, be adopted.
2. That the Directors’ remuneration report for the year ended 31 January 2010, which is set out in the annual report of the Company for the year ended 31 January 2010, be approved.
3. That the final dividend recommended by the directors of 1.35p per ordinary share for the year ended 31 January 2010 be declared payable on 16 July 2010 to holders of ordinary shares registered at the close of business on 25 June 2010.
4. That Ian Kirkpatrick, who offers himself for annual re-election in accordance with the provisions of the Combined Code, be re-elected as a Director.
5. That Tom Crawford, who offers himself for annual re-election in accordance with the provisions of the Combined Code, be re-elected as a Director.
6. That Gus Moore, who offers himself for annual re-election in accordance with the provisions of the Combined Code, be re-elected as a Director.
7. That PricewaterhouseCoopers LLP be re-appointed as auditors to the Company until the conclusion of the next Annual General Meeting of the Company.
8. That the Directors be authorised to fix the auditors’ remuneration.
9. THAT for the purposes of section 551 Companies Act 2006 (and so that expressions used in this resolution shall bear the same meanings as in the said section 551):
  - 9.1 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares and to grant such subscription and conversion rights as are contemplated by sections 551(1)(a) and (b) of the Act respectively up to a maximum nominal amount of £1,463,154 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the next Annual General Meeting of the Company (unless previously revoked or varied by the Company in general meeting); and further
  - 9.2 the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (as defined in section 560 of the Act) in connection with a rights issue in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as maybe) to the respective number of equity securities held by them up to an aggregate nominal amount of £1,224,173 during the period expiring at the end of the next Annual General Meeting of the Company subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory;
  - 9.3 the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require such shares or rights to be allotted or granted after the expiry of the said period and the Directors may allot such shares or grant such rights in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution; so that all previous authorities of the Directors pursuant to section 80 of the Companies Act 1985 be and are hereby revoked.
10. THAT, subject to the passing of resolution 9 set out in the Notice convening this Meeting, the Directors be and are empowered in accordance with section 570 Companies Act 2006 (the “Act”) to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot such shares or grant such rights by that resolution as if section 561(1) and sub-sections (1) - (6) of section 562 of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:

- 10.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities (but in the case of the authority granted under Resolution 9.2 by way of a rights issue only) and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
- 10.2 the allotment (otherwise than pursuant to paragraph 10.1 above) of equity securities up to an aggregate nominal value not exceeding £183,626; and this power, unless renewed, shall expire at the end of the next Annual General Meeting of the Company but shall extend to the making, before such expiry, of 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 as if the authority conferred hereby had not expired.

### **SPECIAL BUSINESS**

As special business to consider and, if thought fit, to pass the following resolutions, numbers 11, 13 and 14 of which will be proposed as special resolutions and number 12 of which will be proposed as an ordinary resolution:

11. THAT the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 Companies Act 2006 to make market purchases (as defined in section 693 of the said Act) of ordinary shares of 5p each in the capital of the Company ("ordinary shares") provided that:
  - 11.1 the maximum number of ordinary shares hereby authorised to be purchased is 7,345,039 ;
  - 11.2 the minimum price (exclusive of expenses) which may be paid for such ordinary shares is 5p per share, being the nominal amount thereof;
  - 11.3 the maximum price (exclusive of expenses) which may be paid for such ordinary shares shall be an amount equal to the higher of (i) 5% above the average of the middle market quotations for such shares taken from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System SETS;
  - 11.4 the authority hereby conferred shall (unless previously renewed or revoked) expire on the earlier of the end of the next Annual General Meeting of the Company and the date which is 18 months after the date on which this resolution is passed; and
  - 11.5 the Company may make a contract to purchase its own ordinary shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own ordinary shares in pursuance of any such contract.
12. THAT, where the Company holds shares in treasury in accordance with section 724 Companies Act 2006, the Company be and is hereby authorised to transfer such shares or sell such shares for cash (or any of them) for the purposes of or pursuant to an employees' share scheme provided that this resolution shall be without prejudice to the generality of sections 727 and 729 Companies Act 2006.
13. That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.
14. That, pursuant to section 21(1) of the Companies Act 2006, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the meeting, and for the purpose of identification signed by the Chairman, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

BY ORDER OF THE BOARD

Date 18 May 2010

Richard Ashcroft  
Secretary  
13 Bruton Street, London W1 6QA

Notes:

- (i) A member entitled to attend and vote at the Meeting convened by the above Notice is entitled to appoint a proxy to exercise all or any of the rights of the member to attend and speak and vote on his behalf. A proxy need not be a member of the Company. A member 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 member. The right to appoint a proxy does not apply to any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person").
- (ii) To appoint a proxy you may:
  - (a) use the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid, the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of the same, must be received by post or (during normal business hours only) by hand at Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL no later than 10:00 a.m. on 22 June 2010; or
  - (b) if you hold your shares in uncertificated form, use the CREST electronic proxy appointment service as described on page 4 of this document.  
Completion of the Form of Proxy or appointment of a proxy through CREST will not prevent a member from attending and voting in person.
- (iii) Any member or his proxy attending the Meeting has the right to ask any question at the Meeting relating to the business of the Meeting.
- (iv) Pursuant to section 360B of the Companies Act 2006 (the "2006 Act") and Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only shareholders registered in the register of members of the Company as at 6:00 p.m. on 22 June 2010 shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at such time. If the Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the adjourned Meeting is 6:00 p.m. on the day preceding the date fixed for the adjourned Meeting. Changes to the register of members after the relevant times shall be disregarded in determining the rights of any person to attend and vote at the Meeting.
- (v) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (vi) Copies of (i) the amended Articles of Association and (ii) the terms and conditions of appointment of the non-executive directors are available for inspection at the registered office of the Company, at 13 Bruton Street, London W1J 6QA during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the conclusion of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting for at least 15 minutes prior to and during the Meeting.
- (vii) As at 18 May 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 73,450,393 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 18 May 2010 are 73,450,393.
- (viii) The information required to be published by s.311(A) of the 2006 Act (information about the contents of this notice and numbers of shares in the company and voting rights exercisable at the meeting and details of any members' statements, members' resolutions and members' items of business received after the date of this notice) may be found at [www.harveynash.com](http://www.harveynash.com).
- (ix) Members representing 5% or more of the total voting rights of all the members or at least 100 persons (being either members who have a right to vote at the Meeting and hold shares on which there has been paid up an average sum, per member, of £100 or persons satisfying the requirements set out in s.153(2) of the 2006 Act) may require the Company, under s.527 of the 2006 Act to publish on a website a statement setting out any matter relating to: (i) 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 Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the 2006 Act to publish on a website.
- (x) A Nominated Person may under an agreement between him/her and the member who nominated him/her, have a right to be appointed (or to have someone else appointed) as a proxy entitled to attend and speak and vote at the Meeting. Nominated Persons are advised to contact the member who nominated them for further information on this and the procedure for appointing any such proxy.
- (xi) If a Nominated Person does not have a right to be appointed, or to have someone else appointed, as a proxy for the Meeting, or does not wish to exercise such a right, he/she may still have the right under an agreement between himself/herself and the member who nominated him/her to give instructions to the member as to the exercise of voting rights at the Meeting. Such Nominated Persons are advised to contact the members who nominated them for further information on this.
- (xii) You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.