

Company number: 03593277

EXPANSYS PLC
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the above named Company will be held at the offices of Halliwells LLP, 3 Hardman Square, Spinningfields, Manchester M3 3EB on 27 October 2009 at 10.30am for the following purposes:

ORDINARY BUSINESS

- 1 To receive the Company's annual accounts for the financial year ended 31 April 2009 together with the last directors' report, the last directors' remuneration report and the auditors' report on those accounts.
- 2 To re-elect Roger Butterworth, who retires by rotation pursuant to article 32 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
- 3 To re-elect Stephen Vincent, who was appointed during the year and retires in accordance with article 32 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
- 4 To re-appoint Ernst & Young LLP as auditors of the Company and to authorise the directors to fix their remuneration.

SPECIAL BUSINESS

- 5 To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

"THAT, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**Act**"):

- (a) to exercise all or any of the powers of the Company to allot relevant securities up to an aggregate nominal value of £54,570 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company); and further
- (b) to allot equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal value of £54,572 in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory,

PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

6 To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

"THAT, subject to and conditional upon the passing of the resolution numbered 5 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560(1) of the Act) pursuant to the authority conferred upon them by resolution 5 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:

- (a) the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £66,814, representing approximately 15% of the current issued share capital of the Company,

and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the Company 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 as if the power conferred hereby had not expired."

BY ORDER OF THE BOARD



Roger Butterworth
Director

Date: 29 September 2009

Registered office:
3 Hardman Square
Spinningfields
Manchester
M3 3EB

NOTES:

- 1 A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf. If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. A proxy need not be a member of the Company.
- 2 A proxy may only be appointed using the procedures set out in these notes and the notes to the proxy form. To appoint a proxy, a member may complete, sign and date the enclosed proxy form and send it to the Company for the attention of Cate Hulme at Rutherford House, 40 Pencroft Way, Manchester Science Park, Manchester M15 6SZ by 10.30am on 23 October 2009. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be enclosed with the proxy form.
- 3 In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and notify the Company for the attention of Cate Hulme at Rutherford House, 40 Pencroft Way, Manchester Science Park, Manchester M15 6SZ by 10.30am on 26 October 2009
- 4 Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's Registrars prior to the commencement of the meeting.
- 5 The right to vote at the meeting shall be determined by reference to the register of members of the company. Only those persons whose names are entered on the register of members of the Company at 10.30am on 23 October 2009 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.