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If you sell or have sold or otherwise transferred all of your Existing Ordinary Shares, please send this document and any accompanying documents or forms as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom you sell or have sold or transferred your shares for delivery to the purchaser or transferee. However, this document and any accompanying documents should not be sent or transmitted in, or into, any jurisdiction where to do so might constitute a violation of local securities law or regulations, including, but not limited to, the United States, Canada, South Africa, New Zealand, Australia and Japan (being the "Excluded Territories").

eXpansys plc

(incorporated and registered in England and Wales with company number 3593277)

Placing of 133,333,333 new Ordinary Shares at 1.5 pence per share

Waiver from Provisions of Rule 9 of the Takeover Code

Notice of General Meeting

Cenkos Securities, which is a member of the London Stock Exchange and is authorised and regulated by the Financial Services Authority, has agreed to act as the nominated adviser and broker to the Company. Persons receiving this document should note that, in connection with this document, Cenkos Securities is acting exclusively for the Company and no-one else. It will not be responsible to anyone other than the Company for providing the protections afforded to customers of Cenkos Securities or for advising any other person on the arrangements described in this document.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of eXpansys plc which is set out in Part I of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of eXpansys plc, to be held at the offices of Halliwells LLP at 3 Hardman Square, Spinningfields, Manchester M3 3EB at 10 am on 15 June 2009, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company FAO Cate Hulme, eXpansys plc, Rutherford House, Manchester Science Park, Lloyd Street, Manchester M15 6SZ by not later than 10 am on 13 June 2009.

If you are a member of CREST or a CREST sponsored member you may be able to use the CREST electronic proxy appointment service. Proxies sent electronically must be sent as soon as possible and, in any event, so as to be received by no later than 10 am on 13 June 2009 (or in the case of an adjournment, not later than 48 hours before the time fixed for the holding of the adjourned meeting). Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

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DEFINITIONS

"2006 Act"	the Companies Act 2006, to the extent in force and applicable
"Admission"	admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
"AIM"	the AIM market of the London Stock Exchange
"AIM Rules"	the rules published by the London Stock Exchange governing admission to, and the operation of, AIM
"Board" or "the Directors"	the directors of the Company as at the date of this document
"Cenkos Securities"	Cenkos Securities Limited, eXpansys' Nominated Adviser and Broker, a member of the London Stock Exchange and authorised and regulated by the FSA
"Code"	the City Code on Takeovers and Mergers, as amended from time to time
"Companies Act" or the "Act"	the 1985 Act, as amended or repealed by the 2006 Act from time to time
"Company", "eXpansys" or "XPS"	eXpansys plc
"CREST"	the computerised settlement system operated by CRESTCo Limited to facilitate the transfer of title to shares in uncertificated form. The Relevant System (as defined in the CREST Regulations) in respect of which CRESTCo Limited is the Operator (as defined in the CREST Regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001
"Data Select"	Data Select Limited
"Disclosure Period"	the period of 12 months preceding this document
"Enlarged Share Capital"	the 178,171,007 Ordinary Shares in issue following completion of the Placing
"Existing Ordinary Shares"	the Ordinary Shares in issue at the date of this document
"Existing Share Capital"	the Existing Ordinary Shares of eXpansys in issue at the date of this document
"Form of Proxy"	the form of proxy which accompanies this document, for use at the General Meeting
"General Meeting"	the general meeting of eXpansys convened for 15 June 2009, notice of which is set out at the end of this document, and any adjournment of it
"Group"	the Company and its subsidiaries and subsidiary undertakings at the date of this document
"Independent Shareholders"	the Shareholders other than the Placee
"London Stock Exchange"	London Stock Exchange plc

"Notice"	the notice convening the General Meeting which is set out at the end of this document
"Ordinary Shares"	the ordinary shares in the share capital of eXpansys which may be in issue from time to time which for the avoidance of doubt shall include the Existing Ordinary Shares and the New Ordinary Shares
"Oval"	Oval 2074 Limited
"New Ordinary Shares"	the 133,333,333 Ordinary Shares to be issued pursuant to the Placing
"Panel"	the Panel on Takeovers and Mergers
"Placee"	Virtual Phone Shop Limited, whose registered address is Network House, Globe Park, Marlow, Buckinghamshire, SL7 1LY
"Placing"	the placing of the Placing Shares at the Placing Price
"Placing and Implementation Agreement"	the placing and implementation agreement dated 28 May 2009 and between the Company, the Placee and Roger Butterworth, a summary of which is set out in paragraph 6.1 (e) of Part III of this document
"Placing Price"	1.5 pence per New Ordinary Share
"Placing Shares"	the New Ordinary Shares to be issued pursuant to the Placing
"Proposals"	the Placing and the waiver of rule 9 of the Code as detailed in this document
"Resolutions"	the resolutions to be proposed at the General Meeting as set out in the Notice
"Shareholder"	a holder of Ordinary Shares from time to time
"Wireless Logic"	Wireless Logic Limited

EXPECTED TIMETABLE OF EVENTS

2009

Dispatch of this document	29 May
Latest time and date for receipt of Forms of Proxy for the General Meeting	10 am on 13 June
General Meeting	10 am on 15 June
Admission of Placing Shares effective and dealings commence on AIM	8 am on 16 June

Notes:

1. References to time in this document are to London time.
2. If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on a regulatory information service.
3. All events in the above timetable following the General Meeting are conditional upon approval by Shareholders of the Resolution to be proposed at the General Meeting.

PLACING STATISTICS

2009

Placing Price	1.5 pence
Number of Existing Ordinary Shares in issue at the date of this document	44,837,674
Number of Placing Shares	133,333,333
Gross proceeds of the Placing	£2,000,000
Estimated net proceeds of the Placing receivable by the Company	£1,920,000
Percentage of the Enlarged Issued Share Capital represented by the Placing Shares	74.83%
Number of Ordinary Shares in issue at Admission	178,171,007

Part I – Letter from the Chairman

eXpansys plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 3593277)

Directors:

Roger Butterworth (*Chief Executive*)
Graham Dawber (*Non Executive Chairman*)
Cate Hulme (*Finance Director*)
Steve Muttram (*President North America Operations*)
Frederic Pont (*President European Operations*)

Registered Office:

3 Hardman Square
Spinningfields
Manchester
M3 3EB

To Shareholders and, for information purposes only, to the holders of options over Existing Ordinary Shares

Dear Shareholder,

Placing of 133,333,333 Placing Shares at 1.5 pence per Placing Share

Waiver from Provisions of Rule 9 of the Takeover Code

Notice of General Meeting

1. Introduction

The Board has today announced details of a proposed Placing to raise £2,000,000 (before expenses).

The net proceeds of the Placing are expected to be £1,920,000 and will provide the Company with additional working capital.

The Placing is conditional, *inter alia*, upon Shareholders passing the Resolutions set out in the notice convening the General Meeting, which is set out at the end of this document, and upon Admission.

The purpose of this document is to:

- provide you with information on the background to and reasons for the Placing; and
- explain why the Board considers the Proposals to be in the best interests of the Company and its Independent Shareholders as a whole and why the Directors recommend that you vote in favour of the Resolutions to be proposed at the General Meeting.

2. Background to and Reasons for the Placing

In common with many other retailers, the Company has been adversely affected by the current difficult economic conditions. On 24 March 2009 the Company announced that it had entered into a trade credit facility with Data Select (a subsidiary of Oval) for up to £1.25 million, secured by way of a fixed and floating charge in favour of Data Select. On 30 April 2009 the credit facility was temporarily increased to £2 million.

Notwithstanding the credit facilities made available by Data Select, the Board considers that it is necessary to raise further working capital in order to help finance the Company's ongoing operations and to pay existing trade creditors including Data Select, some of which are overdue.

Following the completion of the Placing, the Company will seek to re-establish necessary credit limits with its major suppliers.

The Board does not consider it possible to obtain the additional working capital which the Placing secures through debt facilities on commercially acceptable terms. In view of the current credit climate, the Board believes that the best means of securing additional funds is by way of an equity fundraising. The Directors believe that the Placing represents the most efficient and cost effective way to provide the Company with additional working capital.

In the interests of keeping the costs associated with the fundraising to a minimum, the Directors have concluded that a limited marketing exercise, without offering existing shareholders the opportunity to participate in the Placing on a pre-emptive basis, is preferable. Accordingly, the Directors have decided that it would be in the best interests of the Company and its shareholders for the funds to be raised through the Placing.

3. Details of the Placing

The Company proposes to raise approximately £2 million (before expenses) through the issue of the Placing Shares. Application will be made for the Placing Shares to be admitted to trading on AIM and dealings are expected to commence on 16 June 2009.

The net proceeds of the Placing will amount to approximately £1.92 million. The Placing proceeds will be used to fund the ongoing working capital requirements of the Company.

The Placing is subject to the terms of the Placing and Implementation Agreement.

The Placing is conditional upon, inter alia:

- (i) the approval of all of the Resolutions at the General Meeting and
- (ii) Admission

occurring in each case by no later than 8 am on 16 June 2009 (or such time and date as the Company may agree, being no later than 1 August 2009).

The Placing Shares will, when issued, rank pari passu in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions thereafter declared, made or paid on such Ordinary Shares following Admission.

The Placee is providing the Placing proceeds out of its own available cash resources. The financing arrangements made by the Placee are not dependent on the Company.

4. Background and Information on the Placee and its Intentions

The Placee is a company incorporated in England and Wales under the control of Peter Jones via his 100% shareholding in Oval 2074 Limited, the ultimate parent company of the Placee. Peter Jones has varied interests in the mobile communications industry in the UK through his ownership of, Oval.

The Placee has no specific intentions regarding the future business of the Company nor does it currently have any specific strategic plans for the Company other than to support the Directors' existing strategy for the Company. The Placee has confirmed to the Directors that, following the Placing, the current intention of the Placee is that the business of the Company will be continued in substantially the same manner as at present. The Placee has also confirmed the following:

- (a) that it has no specific strategic plans in place which will adversely affect either the employees or the locations of the Company's places of business;

- (b) its current intention that the existing employment rights of the employees and management of the Company will be fully safeguarded and there will be no material change in the conditions of employment of any person;
- (c) its current intention that there is not intended to be any redeployment of the fixed assets of the Group.

On completion of the Placing, it is intended that Stephen Vincent, a director of Oval and the Placee, will be appointed a non-executive director of the Company. He will be paid a fee of £2000 per month under such arrangements.

5. Substantial Interests

Details of the Company's substantial shareholders (and their immediate families and/or persons connected with them) and their respective holdings of Ordinary Shares as at 27 May 2009 (being the latest practicable date prior to the date of this circular) and as they would be if completion of the Placing occurs are set out below:

Name	Existing Holding		Placing Shares	Holding post Placing	
	Number of Existing Ordinary shares	Percentage of Existing Ordinary Shares	Number of New Ordinary Shares	Total number of Ordinary Shares	Percentage of Enlarged Share Capital
Placee	10,988,259	24.51	133,333,333	144,321,592	81.00
Roger Butterworth	8,505,847	18.97	0	8,505,847	4.77
Matt Kydd	8,505,847	18.97	0	8,505,847	4.77
Frederic Pont	1,794,960	4	0	1,794,960	1.01
Steve Muttram	1,594,960	3.56	0	1,594,960	0.90

On completion of the Placing, the Placee will hold 144,321,592 Ordinary Shares, a 81% interest in the share capital of the Company.

6. Use of proceeds

The proceeds of the Placing will be used to provide the Company with additional working capital to help the Company to negotiate the current period of uncertainty in the market and to support the Company's ongoing operations. In particular, it is expected that the Placing proceeds will be employed to pay trade creditors (including a payment of up to £1.6 million to Data Select) to bring the Company back within its agreed credit terms.

7. Current Trading and Future Prospects

7.1 eXpansys

The Company faces challenging trading conditions and shareholders should note that without the Placing proceeds, the Directors believe that the Company may not have adequate working capital. The Company intends to use the proceeds of the Placing to support the Company's plans and ongoing working capital requirements. The Directors believe that should shareholders vote against the Proposals, the ability of the Company to sustain its ongoing operations will be severely threatened.

The Company has repaid all of its UK bank borrowings and, if the Placing does proceed, the Directors believe that the Company will be in a better position to trade through the difficult economic environment in which it finds itself.

7.2 Oval 2074 Limited

Oval, which is wholly owned by Peter Jones, is a holding company which does not trade with third parties and is the ultimate parent undertaking of the Placee. Oval's two main trading subsidiaries are Wireless Logic and Data Select. Wireless Logic provides wireless data connectivity solutions to a broad range of enterprise customers. Data Select's principal activities are the sale and distribution of wireless technology products, website design and hosting solutions and the provision of differentiated fulfilment services.

Both divisions within the Oval group are profitable and the group has been able to maintain profitability through the current economic downturn allowing it to look forward to the future with confidence.

8. Dispensation from Rule 9 of the Takeover Code

The allotment and issue of the Placing Shares give rise to certain considerations under the Code. Rule 9 of the Code ("Rule 9") is designed to prevent the acquisition or control of a company to which the Code applies without a general cash offer being made to all shareholders of that company.

The number of Ordinary Shares held by the Placee immediately following the allotment and issue of the Placing Shares will be 144,321,592 Ordinary Shares which will represent 81 per cent. of the enlarged issued ordinary share capital of the Company immediately following the Placing.

Under Rule 9, any person who acquires an interest (as defined in the Code) in shares which, taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

Any offer under Rule 9 must be in cash and at the highest price paid during the 12 months prior to the announcement of the offer for any interest in shares of the Company by the person required to make the offer or any person acting in concert with him.

Independent Shareholders should be aware that, if approved at the General Meeting, the issue of the Placing Shares will result in the Placee holding 81 per cent. of the entire issued share capital of the Company.

The Panel has agreed, however, to waive the obligation to make a general offer that would otherwise arise as a result of the Proposals, subject to the approval of Independent Shareholders. Accordingly, Resolution 2 is being proposed at the General Meeting and will be taken on a poll. Those persons disenfranchised from voting will not be entitled to vote on the Resolution.

Following completion of the Proposals, the Placee will hold more than 50 per cent. of the Company's voting share capital and may accordingly increase its interest in shares without incurring any further obligation under Rule 9 to make a general offer. Furthermore, following completion of the Proposals, the securities of the Company may be transferred to Peter Jones directly or to any other entity fully controlled by Peter Jones without any further obligation under Rule 9 to make a general offer.

Details concerning the Placee are set out in paragraph 4 of Part 1 and Paragraph 2 of Part III.

9. General Meeting

Set out at the end of this document is the Notice convening the General Meeting to be held at Halliwells LLP, 3 Hardman Square, Spinningfields, Manchester M3 3EB on 15 June 2009 at 10 am at which the Resolutions described below will be proposed.

The Notice of the General Meeting contains both ordinary resolutions (which require the approval of a simple majority of Shareholders who vote either in person or by proxy) and a special resolution (which requires the approval of at least 75 per cent. of Shareholders who vote either in person or by proxy). Resolutions 1, 2 and 3 will be proposed as ordinary resolutions and Resolution 4 will be proposed as a special resolution.

Resolution 1, to increase the authorised share capital of the Company from £200,000 to £575,000 by the creation of 150,000,000 new Ordinary Shares such shares ranking pari passu in all respects with the Existing Ordinary Shares;

Resolution 2, (which will be proposed as an ordinary resolution and which will be taken on a poll of Independent Shareholders) to approve the waiver proposed to be granted by the Panel in respect of any obligation which might arise under Rule 9 of the Code for the Placee to make a general offer for the Company as a result of the Placing;

Resolution 3, the Directors of the Company be authorised for the purposes of section 80 of the 1985 Act to exercise all or any of the powers of the Company to allot 133,333,333 new Ordinary Shares in the Placing; and

Resolution 4, the Directors of the Company be empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) pursuant to the authority conferred on them by resolution 3 as if section 89(1) of the Act did not apply to any such allotment.

10. Action to be taken in respect of the General Meeting

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company **FAO CATE HULME, EXPANSYS PLC, RUTHERFORD HOUSE, MANCHESTER SCIENCE PARK, PENCROFT WAY, MANCHESTER M15 6SZ** as soon as possible, but in any event so as to be received by no later than 10 am on 13 June 2009. The completion and return of a Form of Proxy will not preclude a Shareholder from attending the General Meeting and voting in person should he or she so wish.

11. Irrevocable Undertakings

The Company has received irrevocable undertakings to vote in favour of the Resolutions to be proposed at the General Meeting from each of the Directors and Matthew Kydd together holding in aggregate 20,401,614 Existing Ordinary Shares representing approximately 45.5 per cent. of the Company's Existing Share Capital and has also received an Irrevocable Undertaking from the Placee to vote in favour of all Resolutions but for Resolution number 2 to approve the waiver proposed to be granted by the Panel in respect of any obligation which might arise under Rule 9 of the Code in relation to which it is disenfranchised from voting pursuant to the Code. The Placee currently holds 10,988,259 Existing Ordinary Shares representing 24.51 per cent. of the Company's Existing Share Capital.

12. Related Party Transaction

The Placee is an Existing Shareholder who falls within the definition of a related party in the AIM Rules because it holds more than 10 per cent. of the Company's Existing Ordinary Shares.

The Directors, having consulted with Cenkos Securities as the Company's Nominated Adviser, consider that the terms of this transaction are fair and reasonable insofar as the Company's

Shareholders are concerned. In being consulted, Cenkos Securities has relied on the Directors' commercial assessment of the transaction.

13. Recommendation

Given that the Proposals are required to be implemented in order to provide the Company with the additional funds necessary to continue to sustain its business, the Board, having been so advised by Cenkos Securities, believe the Proposals to be fair and reasonable and in the best interests of the Company and its Independent Shareholders. Accordingly the Board unanimously recommends Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting as those Directors holding Existing Ordinary Shares have irrevocably undertaken to do so in respect of their beneficial holdings amounting, in aggregate, to 11,895,767 Existing Ordinary Shares, representing approximately 26.5 per cent. of the Existing Share Capital.

Yours faithfully

Graham Dawber

Non Executive Chairman

29 May 2009

Part II – Financial Information

Incorporation of relevant information by reference

The information listed below relating to eXpansys Plc ("eXpansys") is hereby incorporated by reference into this document.

No	Information	Source of Information
1.	Revenue, profit or loss before and after taxation, the charge for tax, extraordinary items, minority interests, the amount absorbed by dividends and earnings and dividends per share for eXpansys for the two years ended 30 April 2007 and 2008.	<p>eXpansys' Annual Report & Accounts 2007 and 2008 - Consolidated Income Statement on pages 23 and 41 respectively.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>2007: http://www.expansys.com/j/6c/images/corporate/07-04-04%20Annual%20Report%20and%20Financial%20Statements.pdf</p> <p>2008: http://www.expansys.com/j/6c/images/corporate/08-04-30%20Annual%20Report%20and%20Financial%20Statements.pdf</p>
2.	A statement of the assets and liabilities shown in the audited accounts for eXpansys for the year ended 30 April 2008	<p>eXpansys Annual Report & Accounts 2008, Consolidated Balance Sheet on page 44.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>http://www.expansys.com/j/6c/images/corporate/08-04-30%20Annual%20Report%20and%20Financial%20Statements.pdf</p>
3.	A cash flow statement as provided in the audited accounts for eXpansys for the year ended 30 April 2008	<p>eXpansys Annual Report & Accounts 2008, Consolidated Cash Flow Statement on page 46.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>http://www.expansys.com/j/6c/images/corporate/08-04-30%20Annual%20Report%20and%20Financial%20Statements.pdf</p>

4. Significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures

eXpansys Annual Report 2007 and 2008 and the Notes to the Accounts on pages 28 to 29 for 2007; and pages 47 to 61 for 2008 respectively.

If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

2007: <http://www.expansys.com/j/6c/images/corporate/07-04-04%20Annual%20Report%20and%20Financial%20Statements.pdf>

2008: <http://www.expansys.com/j/6c/images/corporate/08-04-30%20Annual%20Report%20and%20Financial%20Statements.pdf>

The results for eXpansys for the years ended 30 April 2007 and 2008 are available free of charge on the eXpansys website provided above.

The annual reports are available in "read-only" format and can be printed from the eXpansys website. eXpansys will provide within two business days, without charge, to each person to whom a copy of this document has been delivered, upon their written or verbal request, a copy of any documents incorporated by reference in this document. Copies of any documents incorporated by reference in this document will not be provided unless such a request is made. Requests for copies of any such document should be directed to Cate Hulme at eXpansys at Rutherford House, Manchester Science Park, Pencroft Way, Manchester, M15 6SZ or by telephoning on 0161 868 0868 (or +44 161 868 0868 if telephoning from outside the United Kingdom).

FINANCIAL INFORMATION RELATING TO OVAL (2074) LTD

Incorporation of relevant information by reference

The information listed below relating to Oval (2074) Ltd ("Oval") is hereby incorporated by reference into this document.

No	Information	Source of Information
1.	Revenue, profit or loss before and after taxation, the charge for tax, extraordinary items, minority interests, the amount absorbed by dividends and earnings and dividends per share for Oval for the years ended 30 April 2006, 2007 and 2008.	<p>Oval Annual Report & Accounts 2006, 2007 and 2008 - Consolidated Income Statement on page 8, 9 and 9 respectively.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>2006:http://www.oval2074.co.uk/Oval_files/main_files/2006.pdf 2007:http://www.oval2074.co.uk/Oval_files/main_files/2007.pdf 2008: http://www.oval2074.co.uk/Oval_files/main_files/2008.pdf</p>
2.	A statement of the assets and liabilities shown in the audited accounts for Oval for the year ended 30 April 2008	<p>Oval Annual Report & Accounts 2008, Consolidated Balance Sheet on page 10.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>http://www.oval2074.co.uk/Oval_files/main_files/2008_SA.pdf</p>
3.	A cash flow statement as provided in the audited accounts for Oval for the year ended 30 April 2008	<p>Oval Annual Report & Accounts 2008, Consolidated Cash Flow Statement on page 12.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>http://www.oval2074.co.uk/Oval_files/main_files/2008_CF.pdf</p>
4.	Significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures	<p>Oval Notes to the Accounts.</p> <p>If you are reading this document in hard copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>2006: http://www.oval2074.co.uk/Oval_files/main_files/2006_N.pdf 2007: http://www.oval2074.co.uk/Oval_files/main_files/2007_N.pdf 2008: http://www.oval2074.co.uk/Oval_files/main_files/2008_N.pdf</p>

The results for Oval for the years ended 30 April 2006, 2007 and 2008 are available free of charge on the Oval websites provided above.

Information in relation to 1, 2 and 3 above has not been published in an inflation adjusted form.

The annual reports are available in "read-only" format and can be printed from the Oval website. Oval will provide within two business days, without charge, to each person to whom a copy of this document has been delivered, upon their written or verbal request, a copy of any documents incorporated by reference in this document. Copies of any documents incorporated by reference in this document will not be provided unless such a request is made. Requests for copies of any such document should be directed to the Company Secretary of Oval at Network House, Third Avenue, Globe Park, Marlow, Buckinghamshire, SL7 1EY or by telephoning on 01628 539800 (or +44 1628 539800 if telephoning from outside the United Kingdom).

Part III – Additional Information

1. Responsibility

- 1.1 The Directors, whose names appear below at paragraph 2.4, accept responsibility for the information contained in this document other than the information for which responsibility is taken by the directors of the Placee pursuant to paragraph 1.2 below. To the best of the knowledge and belief of the Directors, who have taken all reasonable care to ensure that such is the case, the information for which they are responsible contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 Peter Jones, Stephen Vincent and George McPherson being the directors of the Placee, accept responsibility for the information contained in this document relating to the Placee and to Peter Jones, Stephen Vincent, George McPherson and members of each of their immediate families, related trusts and connected persons (within the meaning of section 252 of the Companies Act 2006), respectively. To the best of the knowledge and belief of Peter Jones, Stephen Vincent and George McPherson, who have taken all reasonable care to ensure that such is the case, the information for which they are responsible contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Corporate Information

eXpansys plc

- 2.1 The Company is a public limited company which was incorporated and registered in England and Wales on 6 July 1998 with registered number 3593277. Its share capital is admitted to trading on AIM. The Company's registered office is situated at 3 Hardman Square, Spinningfields, Manchester M3 3EB.
- 2.2 The principal activities of the Company are the online retailing of mobile electronic devices.
- 2.3 The liability of the members of the Company is limited.
- 2.4 The Company's Directors are:

Roger Butterworth (*Chief Executive*)
Graham Dawber (*Non Executive Chairman*)
Cate Hulme (*Finance Director*)
Steve Muttram (*President North America Operations*)
Frederic Pont (*President European Operations*)

The business address of each of the Directors is 3 Hardman Square, Spinningfields, Manchester M3 3EB.

The Placee

- 2.5 The Placee is a private limited company which was incorporated and registered in England and Wales on 24 March 2004 with registered number 5083201. The Company's registered office is situated at Network House, Globe Park, Marlow, Buckinghamshire SL7 1LY.
- 2.6 The Placee is an investment company holding the eXpansys investment only.
- 2.7 The liability of the members of the Placee is limited.
- 2.8 The Placee's Directors are:

Peter Jones
 Stephen Vincent
 George McPherson

The business address of each of the Directors is Network House, Globe Park, Marlow, Buckinghamshire SL7 1LY.

3. Share Capital

The authorised and issued share capital of the Company (i) as at the date of this document and (ii) as it is expected to be immediately following Admission is set out below:

	Authorised		Issued and fully paid	
	£	Number of Ordinary Shares	£	Number of Ordinary Shares
Current	200,000	80,000,000	112,094	44,837,674
Enlarged post Placing	575,000	230,000,000	445,428	178,171,007

4. Interests and Dealings

4.1 *Interests in relevant securities of eXpansys*

- (a) At the close of business on 27 May 2009 (being the latest practicable date prior to the publication of this document), the interests (all of which are beneficial unless stated otherwise) of the Directors and their immediate families and of persons connected with them (within the meaning of Section 252 of the 2006 Act) in the issued share capital of the Company and the existence of which is known to, or could with reasonable due diligence be ascertained by, any Director as at the date of this document and as they are expected to be on completion of the Placing are as follows:

Director	Existing Holding		Holding post Placing	
	Number of Existing Ordinary Shares	%	Number of New Ordinary Shares	%
Roger Butterworth	8,505,847	18.97	8,505,847	4.77
Graham Dawber	0	0	0	0
Cate Hulme	0	0	0	0
Steve Muttram	1,594,960	3.56	1,594,960	0.9
Frederic Pont	1,794,960	4.00	1,794,960	1.01

- (b) At the close of business on 27 May 2009 (being the latest practicable date prior to the publication of this document), options over Ordinary Shares have been granted to the Directors and remain outstanding. These were granted as follows:

Director	No. of Ordinary Shares	Exercise price (pence)	Date of Grant	Exercise period
Roger Butterworth	1,892,551	20	30.04.08	10 years

Graham Dawber	0	0	-	-
Cate Hulme	425,320	10.25	06.03.07	10 years
	500,000	20	30.04.08	10 years
Steve Muttram	354,879	20	30.04.08	10 years
Frederic Pont	354,879	20	30.04.08	10 years

(c) As at the last day of the Disclosure Period, the Placee held 10,988,259 Ordinary Shares representing 24.51% of the issued ordinary share capital of the Company as at that date. For the avoidance of doubt as at the last day of the disclosure period none of the Directors of the Placee nor any persons acting in concert with the Placee had any interest in, or right to subscribe for, relevant securities of the Company or had any short position in relevant securities of the Company.

Details of the dates on which such Ordinary shares were acquired by the Placee are set out below:

Date of acquisition of Ordinary Shares by Placee	Price per Ordinary Share at which Placee acquired Ordinary Shares	No. of Ordinary Shares acquired by Placee
6 March 2008	9 pence	4,483,767
6 March 2008	10 pence	5,054,492
7 March 2008	11.5 pence	350,000
13 May 2008	9.25 pence	1,100,000

4.2 *Dealings in relevant securities of eXpansys*

- (a) Save as otherwise disclosed in this document during the period of 12 months preceding the date of this document, there have been no dealings for value in the Ordinary Shares by any of (i) the Placee, (ii) any person in whose interest in shares any such director is taken to be interested in pursuant to Part 22 of the Companies Act 2006 and related regulations (iii) the Directors of the Placee and (iv) any person acting in concert with the Placee.
- (b) Save as otherwise disclosed in this document there have been no dealings in relevant securities of eXpansys during the disclosure period by any of the Directors.
- (c) Save as otherwise disclosed in this document there have been no dealings in relevant securities of eXpansys during the disclosure period by any associate of eXpansys.

4.3 *Interests in relevant securities of the Placee*

As at the last day of the Disclosure Period, none of the Company and any of the Directors had any interest in, or right to subscribe for, relevant securities of the Placee or had any short position in relevant securities of the Placee.

4.4 *Dealings in relevant securities of the Placee*

During the Disclosure Period, there were no dealings in relevant securities of the Placee by any of the Company or the Directors.

4.5 *General*

- (a) No member of the Placee has any interests in or a rights to subscribe for, or has any short positions in relation to, any relevant securities, nor has any such person dealt in any relevant securities during the disclosure period;
- (b) None of the Directors (including any members of such Directors' respective immediate families, related trusts or connected persons) has an interest in or a right to subscribe for, or has any short position in relation to, any relevant securities, nor had any such person dealt in any relevant securities during the disclosure period;
- (c) Neither the Company nor, any member of the Placee has any arrangement with any other person in relation to relevant securities;
- (d) No associate of the Company had any interests in or rights to subscribe for, or had any short positions in relation to, any relevant securities;
- (e) No pension fund of the Company or of any associate of the Company has any interests in or rights to subscribe for, or had any short positions in relation to any relevant securities;
- (f) No employee benefit trust of the Company or of an associate of the Company has any interests in or rights to subscribe for, or had any short positions in relation to, any relevant securities;
- (g) No connected adviser to the Company or to an associate of the Company or to a person acting in concert with the Company, nor any person controlling, controlled by or under the same control as any such connected adviser (except for an exempt principal trader or an exempt fund manager) have any interests in or rights to subscribe for or short positions in relation to, any relevant securities;
- (h) No member of the Placee has borrowed or lent any relevant securities; and
- (i) Neither the Company nor any person acting in concert with the Company has borrowed or lent any relevant securities.

5. Middle Market Quotation

The following table sets out the middle market quotations for an Ordinary Share, as derived from the Daily Official List of the London Stock Exchange, for the first business day of each of the six months immediately preceding the date of this document and for 27 May 2009 (being the latest practicable date prior to the publication of this document):

<i>Date</i>	<i>Price per Ordinary Share (pence)</i>
1 October 2008	8
1 November 2008	5.75
1 December 2008	5.05
1 January 2009	5
1 February 2009	4.5
1 March 2009	3.05
1 April 2009	3.125
1 May 2009	2.625
27 May 2009	2.375

6. Material Contracts

6.1 eXpansys plc

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company and/or its subsidiaries during the two years preceding the date of this document and are or may be material:

- (a) The Company entered into a sale and purchase agreement whereby it disposed of its interest in its Portix distribution business on 30 April 2008 to Micro Peripherals Limited for up to £1,160,000;
- (b) On 6 November 2008, the Company entered into an outsourced logistics agreement with Data Select whereby Data Select provides warehouse and fulfilment services to the Company and its subsidiaries. The agreement provides for the Company to pay for the services it receives at a commercial rate;
- (c) On 27 April 2009, Ubiquio Limited, a subsidiary of the Company, entered into a sub-lease of warehouse premises in Trafford Park, Manchester whereby a sub-tenant, Solutions (EU) Limited, was granted a right to occupy the Company's former warehouse premises for a period of 4 years 11 months on commercial terms;
- (d) On 24 March 2009, the Company entered into certain funding arrangements with Data Select whereby Data Select granted to the Company a £1.25m trade finance facility secured by a first ranking fixed and floating charge over the Company's assets; and
- (e) The Company is a party to the Placing and Implementation Agreement. Under this agreement, the Placee has conditionally agreed to subscribe for the Placing Shares at the Placing Price and the Company and Roger Butterworth have given certain warranties to the Placee in relation to the Group and its operations, including warranties concerning the Company's working capital adequacy and net current assets.
- (f) The Company is party to an appointment letter with Stephen Vincent dated the same date as this circular relating to his appointment, conditional on completion of the Placing, as a director of the Company. Under this agreement, the Company will pay to Stephen Vincent a monthly fee of £2,000. The agreement can be terminated by either party on 3 months' notice.

6.2 Oval and the Placee have no material contracts not being entered into in the ordinary course of business during the two years preceding the date of this document.

7. Director's Service Agreements

Details of the Directors' service contracts/non-executive letters of appointment are as follows:

Director	Date of contract	Notice period from the Company (months)	Notice period to the Company (months)	Salary	Bonus
Graham Dawber	12.03.07	3	3	£20,000	NIL
Roger Butterworth	20.12.06	12	12	£200,000	Discretionary
Cate Hulme	20.12.06	6	6	£100,000	Discretionary

Stephen Muttram	15.08.07	12	12	£132,000 *	Discretionary
Frederic Pont**	15.01.04	12	12	€240,000	NIL

* At the discretion of Stephen Muttram, his salary may be denominated in USD.

**Frederic Pont is a party to a letter of appointment in respect of his services to the Company and his services are also provided to eXpansys Nomatica SARL under a consultancy agreement dated 2 July 2008.

Save as disclosed in this paragraph 7, there are no entitlements to commission or profit sharing arrangements under the Directors' service agreements or letters of appointment. No Director has any accrued pension benefits.

The Company is not a party to any service contract or letter of appointment with any of the Directors which provides for benefits on the termination of any such arrangement.

None of the above mentioned service contracts or letters of appointment has been entered into or amended within 6 months of the date of this document.

8. Material Changes

8.1 Save as disclosed in the paragraph entitled 'Background to and Reasons for the Placing' and 'Current Trading and Future Prospects' set out in the letter from the Chairman on pages 6-10 of Part I of this document, there has been no material change in the financial or trading position of the Company subsequent to the publication of the last audited financial statements of the Company for the year ended 30 April 2008 and the interim results of the Company for the 6 months to 31 October 2008.

8.2 Save as disclosed in the paragraph entitled 'Current Trading and Future Prospects' set out in the letter from the Chairman in paragraph 7 of Part I of this document, there has been no material change in the financial or trading position of Oval 2074 Limited subsequent to the publication of the last audited financial statements of Oval 2074 Limited for the year ended 30 April 2008.

9. General

9.1 The total cost and expenses payable by the Company in connection with the Placing (including professional fees, commissions, the cost of printing and the fees payable to the registrars) are estimated to amount to approximately £77,000 (excluding VAT).

9.2 Cenkos Securities has given and has not withdrawn its written consent to the issue of this document with the inclusion herein of the reference to its name in the form and context in which they are included.

9.3 No agreement, arrangement or understanding (including any compensation arrangement) exists between the Placee and the Directors having any connection with or dependence upon the proposals set out in this document.

9.4 No agreement, arrangement or understanding exists whereby the new Ordinary Shares to be issued as a result of the Placing will be transferred to any other party.

9.5 The Directors' intentions regarding the continuance of the Company's business and its intentions regarding the continued employment of its employees will not be altered on completion of the Placing.

10. Documents Available for Inspection

Copies of the following documents will be made available for inspection at the offices of Halliwells, 1 Threadneedle Street, London EC2R 8AW during normal business hours on

any weekday (Saturdays and public holidays excepted) from the date of this letter up to the date of the General Meeting and at the place of meeting for 15 minutes prior to the meeting and during the meeting:

- (a) the Memorandum and Articles of Association of eXpansys, the Placee and Oval;
- (b) the audited consolidated accounts of the Company for the two years to 30 April 2008;
- (c) the audited consolidated accounts of Oval for the three years to 30 April 2008;
- (d) the material contracts referred to in paragraph 6 above;
- (e) the consent letter from Cenkos Securities referred to in paragraph 9.2 above;
- (f) the directors' service contracts referred to in paragraph 7 above; and
- (g) the irrevocable undertakings referred to in part I above.

This document will be available for a period of 12 months from the date of this document on the Company's website (www.expansys.com/investor.aspx) free of charge in accordance with the requirements of Rule 26 of the AIM Rules.

eXpansys plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 3593277)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held on 15 June 2009 at Halliwells LLP, 3 Hardman Square, Spinningfields, Manchester M3 3EB at 10 am for the purpose of considering and, if thought fit, passing the following resolutions with Resolutions 1, 2 and 3 being proposed as ordinary resolutions and Resolution 4 being proposed as a special resolution:

THAT:

Ordinary Resolutions

1. The authorised share capital of the Company be and is hereby increased by £250,000 from £200,000 to £575,000 by the creation of a further 150,000,000 ordinary shares of 0.25 pence each in the capital of the Company, such shares ranking pari passu in all respects with the existing ordinary shares of 0.25 pence each in the capital of the Company and having the rights and being subject to the obligations set out in the articles of association of the Company.
2. The waiver granted by the Takeover Panel of the obligation that would otherwise arise on the Placee to make a general offer to the Shareholders of the Company pursuant to Rule 9 of the Takeover Code as a result of the issue of shares to it pursuant to the proposal as described in the Company's circular to Shareholders of which this notice forms part of, be and is hereby approved. In order to comply with the Takeover Code, Resolution 2 will be taken on a poll and each of those persons disenfranchised from voting has undertaken not to vote on the Resolution.
3. Without prejudice to the authority to the Directors under section 80 of the Companies Act 1985 (the "Act") given by ordinary resolution of the Company on 21 October 2008, subject to and conditional upon the passing of the resolutions numbered 2 above and 4 below, the Directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Act to allot 133,333,333 new Ordinary Shares in the Placing (as defined in the Circular to which this notice is enclosed).

Special Resolution

4. Without prejudice to the authority to the Directors under section 95 of the Act given by special resolution of the Company on 21 October 2008, the Directors of the Company be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 94 of the Act) pursuant to the authority conferred upon them by resolution 3 as if section 89(1) of the Act did not apply to any such allotment.

BY ORDER OF THE BOARD
Halliwells Secretaries Limited
Company Secretary

Dated: 29 May 2009

Notes:

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those Shareholders registered in the register of members of the Company as at 10 a.m. on 13 June 2009 shall be entitled to attend and vote at this General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after such time shall be disregarded in determining the rights of any person to attend or vote at this General Meeting.
2. Any shareholder who is entitled to attend and vote at this General Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote at the meeting. To appoint more than one proxy, additional proxy forms may be obtained by contacting the Registrars or you may photocopy this form. If you appoint more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by you. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. A proxy need not be a shareholder of the Company. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at this General Meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
4. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
5. 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 CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (RAI) 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.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo 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.

6. A form of proxy is enclosed which to be effective must be completed, signed and received by the Company's registrars, Computershare, no later than 48 hours before the time of the General Meeting. You can only appoint a proxy using the procedures set out in these notes and in the notes to the enclosed form of proxy.
7. In order to facilitate voting by corporate representatives at the General 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.