



ADVENTIS  
GROUP PLC

## NOTICE OF THE 2010 ANNUAL GENERAL MEETING

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken you should immediately consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.

IF YOU HAVE SOLD OR TRANSFERRED YOUR HOLDING OF ORDINARY SHARES IN ADVENTIS GROUP plc, please hand this document together with the enclosed proxy card to the stockbroker, bank or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Dear Shareholder

## **ANNUAL GENERAL MEETING**

This letter explains the resolutions to be proposed at the Annual General Meeting of the Company to be held at Adventis Group plc offices located at 95 Wigmore Street, London W1U 1HH at 12:00pm on Wednesday 19 May 2010. The Notice of Annual General Meeting is set out on pages 3 and 4 of this document.

### **RESOLUTION 1**

#### **Report and Accounts**

The Directors are required to present to the Meeting the Report of the Directors and the Accounts of the Company for the year ended 31 December 2009. The Report and Accounts, which include the report of the Company's Auditors on the Accounts, are enclosed with this document.

### **RESOLUTION 2**

#### **Declaration of final dividend**

A final dividend of 0.484p per ordinary share is recommended by the Directors for payment to shareholders who are on the Register at the close of business on 28 May 2010. The date of payment of the final dividend is 18 June 2010. A final dividend can only be paid after it has been approved by shareholders at a general meeting and Resolution 2 seeks such approval.

### **RESOLUTION 3 & 4**

#### **Re-election of Directors**

The Articles of Association of the Company require a maximum of one third of the Directors to retire by rotation at an Annual General Meeting. Additionally, every Director must retire at the third Annual General Meeting after his last appointment or reappointment. Also, any person appointed by the Directors must retire at the first Annual General Meeting after his appointment. Accordingly, at the Annual General Meeting, Charles Phillpot and Allan Collins will retire and, being eligible, will each offer himself for re-election. Resolutions 3 and 4 therefore propose their re-appointment as Directors. Please see the Report and Accounts of the Company for information about the Directors standing for re-election.

### **RESOLUTION 5 and 6**

#### **Appointment of Auditors**

The Company is required to appoint auditors at each General Meeting at which accounts are laid before the Company to hold office until the conclusion of the next such meeting. Resolution 5 proposes the re-appointment of Mazars LLP as auditors of the Company and Resolution 6 authorises the Directors to fix their remuneration.

### **RESOLUTION 7**

#### **Authority to allot shares**

Resolution 7 provides for the grant of authority to the Directors pursuant to section 551 of the Companies Act 2006 (the "Act") to allot shares or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £40,342 (being approximately equal to one third of the Company's existing issued share capital as at 23 April 2010). The authority will expire on 19 May 2015.

### **RESOLUTION 8**

#### **Disapplication of statutory pre-emption rights**

Under section 561 of the Act, when equity securities are allotted for cash, they must first be offered to existing shareholders pro rata to their holdings unless shareholder pre-emption rights have been disapplied. Resolution 8 renews the disapplication of the statutory pre-emption rights and will permit the Directors (i) to make a rights issue to existing shareholders without the need to comply with the technical requirements of the statutory provisions, which create problems in particular with regard to overseas shareholders; and (ii) to make small issues for cash on a non pre-emptive basis up to a maximum nominal amount of £12,102 (being 10% of the Company's existing issued share capital as at 23 April 2010). This authority will expire at the earlier of the date of the next Annual General Meeting of the Company after the passing of the Resolution and 19 August 2011.

### **ACTION TO BE TAKEN**

You will find enclosed a Form of Proxy. If you expect to be unable to attend the Annual General Meeting, you are requested to complete and return the Form of Proxy, in accordance with the instructions printed thereon as soon as possible, and in any event, so that it is received no later than 48 hours before the time for which the Meeting is convened. Completion and return of the Form of Proxy will not prevent you from attending the Meeting and voting in person should you subsequently wish.

### **RECOMMENDATION**

The Directors believe that the proposals set out above are in the best interests of the Company and unanimously recommend that you vote in favour of Resolutions 1 – 8 to be proposed at the Annual General Meeting as they themselves intend to do in respect of their own beneficial shareholdings.

Yours faithfully  
Aubrey Adams  
Chairman  
23 April 2010

#### **NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Annual General Meeting of Adventis Group plc (the 'Company') will be held at the offices of Adventis Group plc located at 95 Wigmore Street, London W1U 1HH at 12:00pm on Wednesday 19 May 2010 for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 and 8 as special resolutions:

#### **Routine business**

- 1 To receive the annual accounts for the financial year ended 31 December 2009 together with the Directors' report and the auditors' report on those accounts.
- 2 To declare a final dividend.
- 3 To re-elect as a Director, Charles Phillpot, who retires by rotation under the terms of the Articles of Association.
- 4 To re-elect as a Director, Allan Collins, who retires by rotation under the terms of the Articles of Association.
- 5 THAT Mazars LLP be re-appointed as the auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next annual general meeting.
- 6 THAT the Directors be authorised to fix the remuneration of the auditors.

#### **Special Business**

- 7 THAT the authority set out in sub-paragraph 5.2 of Article 5 of the Company's Articles of Association be renewed for the period ending on 19 May 2015 and for such period the "Section 551 Amount" shall be £40,342.
- 8 That the power set out in sub-paragraph 5.3 of Article 5 of the Company's Articles of Association be renewed for the period ending on the date of the next Annual General Meeting or on 19 August 2011, whichever is the earlier, and for such period the "Section 561 Amount" shall be £12,102.

By order of the Board

P Linnell  
Secretary  
23 April 2010

Registered office: 95 Wigmore Street London W1U 1HH

## NOTES

- 1 Holders of ordinary shares are entitled to attend and vote at the Meeting.
- 2 To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast) and in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, members must be registered in the Register of Members of the Company at close of business on the day which is two days before the day of the Meeting (or, in the event of any adjournment, at close of business on the day which is two days before the day of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend, to speak and to vote at the Meeting.
- 3 A member entitled to attend and vote at the Meeting may appoint a proxy or proxies to attend, speak and vote instead of him. 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. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. Completion and return of the form of proxy does not preclude a member from subsequently attending and voting at the Meeting. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
- 4 To be valid, the form of proxy, together with, if appropriate, the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, should reach Neville Registrars Limited by hand or by post at 18 Laurel Lane, Halesowen, West Midlands, B63 3DA not less than 48 hours before the time at which the Meeting is due to begin or, in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll at which it is to be used.
- 5 In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the Register of Members of the Company will be accepted to the exclusion of the other joint holders.
- 6 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative 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](http://www.icsa.org.uk)) for further details of this procedure. The guidance includes a sample form of appointment letter if the Chairman is being appointed as described in (i) above.
- 7 As at 23 April 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 48,411,267 ordinary shares carrying one vote each. As at this date 728,953 shares were held as treasury stock and as none of the voting rights will be exercised on these treasury shares the total voting rights in the Company as at 23 April 2010 are 47,682,314.
8. Copies of the following documents may be inspected during normal business hours on a weekday (public holidays excepted) at the registered office of the Company. They will also be available at the place of the Annual General Meeting from 15 minutes before the meeting is convened until the conclusion of the Meeting (i) the Register of Interests of Directors (and their families) in the share capital of the Company; and (ii) the Directors' service contracts.