

## notice of the 2008 annual general meeting



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.

# annual general meeting

## Dear Shareholder

This letter explains the resolutions to be proposed at the Annual General Meeting of the Company to be held at the offices of Charles Russell LLP, 8-10 New Fetter Lane, London EC4A 1RS at 12 noon on Thursday 29 May 2008. 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 2007. 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 6 June 2008. The date of payment of the final dividend is 27 June 2008. 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 Phillipot 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 all 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

### Disapplication of statutory pre-emption rights

It is proposed to renew the disapplication of the statutory pre-emption rights of shareholders. This authority will, inter alia, permit the Board 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 in respect of sub-paragraph (ii) to renew the Directors' power to make small issues for cash to persons other than existing shareholders up to a maximum nominal amount of £10,411, being 10% of the issued share capital of the Company as shown as at 28 April 2008. This authority will expire at the conclusion of the next Annual General Meeting of the Company after the passing of the Resolution.

## ACTION TO BE TAKEN

You will find enclosed an AGM Form of Proxy. If you expect to be unable to attend the Annual General Meeting, you are requested to complete and return the AGM 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 AGM 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 1-7 to be proposed at the Annual General Meeting as they themselves intend to do in respect of their own beneficial shareholdings.

Yours faithfully

**Peter Mitchell**

Chairman

28 April 2008

# notice of the annual general meeting

NOTICE is hereby given that the Annual General Meeting of the shareholders of Adventis Group plc (the 'Company') will be held at the offices of Charles Russell LLP, 8-10 New Fetter Lane, London EC4A 1RS on Thursday 29 May 2008 at 12 noon, and that the business to be brought before the Meeting will be:

## RESOLUTIONS

### Routine business

*(to be passed as Ordinary Resolutions)*

- 1 To receive the report of the Directors and audited accounts for the year ended 31 December 2007.
- 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 To consider and if thought fit to pass the following Resolution as an Ordinary Resolution:  
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 To consider and if thought fit to pass the following Resolution as an Ordinary Resolution:  
THAT the directors be authorised to fix the remuneration of the auditors from the conclusion of the meeting until the conclusion of the next annual general meeting.

### Special Business

- 7 To consider and if thought fit pass the following Resolution as a Special Resolution:  
THAT the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94(2) to Section 94(3A) of the Act) of the Company for cash pursuant to the authority conferred on the Directors authority granted under a special resolution passed at the 2005 AGM, as if Section 89 (1) of the Act did not apply to any such allotment provided that this power shall be limited to:

(i) the allotment of equity securities in connection with an offer or issue in favour of ordinary shareholders open for acceptance for a period

fixed by the Directors on a record date fixed by the Directors where the equity securities attributable to each holder are proportionate (as nearly as practicable) to the respective number of ordinary shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or pursuant to the laws of any territory or requirements of any regulatory body or any stock exchange in any territory and provided that an offer of equity securities pursuant to any such rights issue need not be open to any shareholder holding ordinary shares as treasury shares;

(ii) the allotment (otherwise than in pursuance of sub-paragraph (i) above) of equity securities which are to be wholly paid up in cash up to an aggregate nominal amount of £10,411; and

(iii) the allotment of equity securities pursuant to the issue of equity securities for cash in order to provide a cash alternative in accordance with Section 430(4) of the Act following the service of a notice by the Company under Section 429 of the Act; and shall, unless revoked or renewed in accordance with Section 95(3) of the Act, expire at the conclusion of the next Annual General Meeting of the Company (or any adjournment thereof) following the date of the passing of this Resolution, 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.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of Section 94(3A) of the Act.

By order of the Board  
**Peter Linnell**  
Secretary  
28 April 2008

Registered office:  
93-95 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 and vote at the Meeting.
- 3 A member entitled to attend and vote at the Meeting may appoint a proxy or proxies to attend 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 3BR 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 28 April 2008 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 41,644,116 ordinary shares carrying one vote each.

The Trustees of the Employee Benefit Trust hold 65,180 shares at this date and will not exercise any voting rights under the terms of the Trust Deed. Therefore, the total voting rights in the Company as at 28 April 2008 are 41,578,936.
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.