



ADVENTIS
GROUP PLC

NOTICE OF THE 2009 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.

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 93-95 Wigmore Street, London W1U 1HH at 12:30pm on Wednesday 3 June 2009. 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 2008. 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 12 June 2009. The date of payment of the final dividend is 3 July 2009. 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 & 5

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, Aubrey Adams, Peter Linnell and Neil Crabb will retire and, being eligible, will each offer himself for re-election. Resolutions 3, 4 and 5 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 6 and 7

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 6 proposes the re-appointment of Mazars LLP as auditors of the Company and Resolution 7 authorises the Directors to fix their remuneration.

RESOLUTION 8

Authority to allot shares

Resolution 8 provides for the grant of authority to the Directors pursuant to section 80 of the Companies Act 1985 (the "Act") to allot shares. It will permit the issue of shares pro rata to existing shareholders and the issue of shares otherwise than to existing shareholders for non-cash consideration. The number of Ordinary Shares that may be issued pursuant to the authority is limited to 14,500,000 Ordinary Shares being approximately equal to one third of the Company's existing issued share capital. The authority will expire on 3 June 2014.

RESOLUTION 9

Amendments to the Adventis Long Term Share Incentive Plan

In accordance with best practice and the current institutional shareholder guidelines the Remuneration Committee of the Board of Adventis Group PLC have carried out a review of the Adventis Long Term Share Incentive Plan ("the LTIP") which was authorised and adopted by shareholders at an EGM in October 2006. In conclusion they propose three amendments:

1. The Remuneration Committee may wish to split any future awards so that a proportion is based on EPS growth with remaining proportions based on some or all of the additional criteria comprising total shareholder return (share price growth plus re-invested dividends); maintaining and growing gross profit, achieving market expectations of profit and managing overheads. 2. As an alternative to satisfying LTIP awards with shares acquired by the EBT, the Remuneration Committee wish

to amend the LTIP rules such that awards may be satisfied by issuing new shares direct to employees subject to Company Law and to the limit set out in the Addendum to this document. 3. The normal window for granting awards under the LTIP is the period of 42 days following the announcement of the full year or interim results but the period related to the latest full year results will have expired by the time of the 2009 AGM. For the purpose of the 2009 awards, therefore, it is further proposed that (for 2009 only) awards may be made in the 30 day period following the 2009 AGM. Background notes and fuller details of these proposed amendments are shown in the Addendum to this document.

RESOLUTION 10

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 £10,879, being 10% of the issued share capital of the Company as shown as at 6 May 2009. This authority will expire at the conclusion of the next Annual General Meeting of the Company after the passing of the Resolution.

RESOLUTION 11

Adoption of new articles of association

It is proposed in Resolution 11 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 resolution adopting the New Articles will only become effective on 1 October 2009. The principal changes introduced in the New Articles are summarised in the Addendum to this document. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006 have not been noted in the Addendum. The New Articles showing all the changes to the Current Articles are available for inspection as described in Note 8 of this document.

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 – 11 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
6 May 2009

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 Adventis Group plc located at 93-95 Wigmore Street, London W1U 1HH at 12:30pm on Wednesday 3 June 2009, 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 2008.
- 2 To declare a final dividend.
- 3 To re-elect as a Director, Aubrey Adams, who was appointed by the directors during the year.
- 4 To re-elect as a Director, Peter Linnell, who retires by rotation under the terms of the Articles of Association.
- 5 To re-elect as a Director, Neil Crabb, who retires by rotation under the terms of the Articles of Association.
- 6 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.
- 7 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

- 8 To consider and if thought fit pass the following Resolution as an Ordinary Resolution:
THAT the Directors be and they are generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £36,263 provided that this authority shall expire on 3 June 2014, save that the Company may pursuant to this authority make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred by this Resolution had not expired. All authorities previously conferred upon the Directors pursuant to Section 80 of the Act shall be revoked but without prejudice to any exercise of such other authorities prior to the date on which this Resolution is passed.
- 9 To consider and if thought fit pass the following Resolution as an Ordinary Resolution:
That the amendments to the Adventis Long Term Share Incentive Plan (set out in paragraphs (a) to (c) of section B.2 of the Addendum to this document and fully explained therein) be approved and that the Directors be authorised to do all acts and things necessary to carry the same into effect.
- 10 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 by Resolution 8 above 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) pursuant to the terms of any share scheme for directors and employees of the Company and/or its subsidiaries, approved by the shareholders of the Company in general meeting; and

(iii) the allotment (otherwise than in pursuance of sub-paragraphs (i) and (ii) above) of equity securities which are to be wholly paid up in cash up to an aggregate nominal amount of £10,879 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.

11 To consider and if thought fit pass the following Resolution as a Special Resolution:

THAT with effect from 00.01 a.m. on 1 October 2009:

(i) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and

(ii) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

P Linnell
Secretary
6 May 2009

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, 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 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) 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 6 May 2009 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 43,515,871 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 6 May 2009 are 42,786,918.

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; and (iii) a copy of the proposed new articles of association of the Company and a copy of the existing articles of association marked to show the changes being proposed in Resolution.

ADDENDUM

A. EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1 The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are currently contained in a company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are to be treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 11 (i) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

2 Articles which duplicate/conflict with statutory provisions

Provisions in the Current Articles which replicate or conflict with provisions contained in the Companies Act 2006 are in the main to be removed or amended in the New Articles.

3 Change of name

Currently, a company can 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.

4 Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this.¹ Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006 (similar to the s.80 regime under the Companies Act 1985), save in respect of employee share schemes.

5 Redeemable shares

At present if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

6 Use of seals

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by a person authorised by the Directors, whereas previously the requirement was for signature by either a director and the secretary or two directors.

7 Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

8 Conflicts of Interest

The Companies Act 2006 introduced a new statutory duty on directors to avoid a situation in which he or she has or may have a conflict of interest with the interests of the company. This duty is very wide and would include, for example, other directorships and the interests of other individuals who are connected to the director. The Companies Act 2006 therefore allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, provided a provision to this effect is contained in the company's articles of association. The New Articles therefore include such a provision.

To safeguard shareholders, the Companies Act 2006 states that the interested director cannot take part in the decision to authorise the conflict and the other directors must act in good faith and in accordance with their other duties (such as to act in the company's best interest) when considering whether to authorise a conflict or potential conflict.

The New Articles also provide clarity as to the position of the interested director concerned including, for example, provisions to say that in relation to an authorised conflict, the director would not be required to disclose confidential information to the Company if the disclosure would amount to a breach of confidence owed to a third party and would not be accountable for any remuneration, profit or other benefit deriving from an authorised conflict.

9 General

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

B. REVIEW OF EXECUTIVE INCENTIVES

In accordance with best practice and the current institutional shareholder guidelines the Remuneration Committee of the Board of Adventis Group PLC have carried out a review of the Adventis Long Term Share Incentive Plan ("the LTIP") which was authorised and adopted by shareholders at an EGM in October 2006.

1. Background

The LTIP provides for the award of conditional rights over ordinary shares in the Company each year, up to a maximum limit equivalent to 150% of basic salary, to key executives (including the executive directors), such rights normally only vesting (in whole or in part) at the end of a three year performance period subject to the following condition:-

The average annual growth in the Company's Earnings Per Share ("EPS") over the three year performance period compared to the Retail Prices Index (all items) ("RPI") necessary for Awards to vest in whole or in part is as follows:-

<u>Growth in EPS</u>	<u>% of Award vesting</u>
Less than RPI + 2% pa	Nil , or
Greater than RPI + 2% pa	10%, or
Greater than RPI + 3% pa	20%, or
Greater than RPI + 4% pa	30%, or
Greater than RPI + 5% pa	40%, or
Greater than RPI + 6% pa	50%, or
Greater than RPI + 7% pa	60%, or
Greater than RPI + 8% pa	70% or
Greater than RPI + 9% pa	80% or
Greater than RPI + 10% pa	90% or
Greater than RPI + 11% pa	100%

There are some early vesting rights covering such matters as death or leaving service due to ill-health, injury or disability etc. whereby awards may vest subject to performance but limited to an amount proportionate to the length of service during the performance period. There is no re-testing of the performance condition and, if the condition is not met by the end of the performance period, awards lapse.

Currently shares required to support the LTIP awards are acquired by the trustees of an independent employee benefit trust ("EBT") by purchase in the market with funds provided by the Company.

2. Proposed amendments

(a) Following an internal review and consultations with independent external advisers, the Remuneration Committee have concluded that the LTIP remains appropriate as an effective incentive arrangement. However, in these challenging economic times, they wish to broaden the performance condition to include other key drivers. Growth in earnings per share (“EPS”) will remain as one of the central targets for determining whether or not awards vest and there is no present intention to alter the vesting scale set out above and agreed by shareholders in 2006. In addition to EPS the Remuneration Committee wish to be in a position to consider including, as a pre-requisite of any vesting of awards, the achievement of targets relating to:-

- Total Shareholder Return (share price growth plus re-invested dividends)
- Maintaining and growing Gross Profit
- Achieving market expectations of Profit
- Managing overheads.

The Remuneration Committee may wish to split any future awards so that a proportion is based on EPS growth with remaining proportions based on some or all of the additional criteria listed above. Any use of these additional targets will be subject to the Remuneration Committee determining in advance that such targets are challenging and that any vesting will only occur where performance so warrants. Full details of any such conditions will be disclosed in the Annual Report each year.

(b) As an alternative to satisfying LTIP awards with shares acquired by the EBT, the Remuneration Committee wish to amend the LTIP rules such that, subject to Company Law requirements, awards may be satisfied by issuing new shares direct to employees. The number of new shares which may be issued (including any commitments to re-issue Treasury Shares) in any rolling ten year period will not, when added to any shares issued or issuable in respect of any other employee share schemes operated by the Company, exceed ten per cent. of the issued ordinary share capital of the Company from time to time.

(c) The normal window for granting awards under the LTIP is the period of 42 days following the announcement of the full year or interim results but the period related to the latest full year results will have expired by the time of the 2009 AGM. For the purpose of the 2009 awards, therefore, it is further proposed that (for 2009 only) awards may be made in the 30 day period following the 2009 AGM.