

Notice of the 2007 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 the offices of the Company at 93-95 Wigmore Street, London W1U 1HH at 12 noon on Tuesday 15 May 2007. 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 2006. 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 0.461p per ordinary share is recommended by the Directors for payment to shareholders who are on the Register at the close of business on 25 May 2007. The date of payment of the final dividend is 15 June 2007. A final dividend can only be paid after it has been approved by shareholders at a general meeting and Resolution 2 seeks such approval.

Resolutions 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 re-appointment. Also, any person appointed by the Directors must retire at the first Annual General Meeting after his appointment. Accordingly, at the Annual General Meeting, Peter Mitchell, Neil Crabb and Peter Linnell 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.

Resolutions 6 & 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. During the year Chantrey Vellacott LLP resigned as auditors and Resolution 6 proposes the appointment of MRI Moores Rowland LLP as replacement auditors of the Company and Resolution 7 authorises the Directors to fix their remuneration.

Resolution 8 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 £9,849, being 10% of the issued share capital of the Company as shown on 21 March 2007. 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 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



Peter Mitchell
Chairman
16 April 2007

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 the company, 93-95 Wigmore Street, London W1U 1HH on Tuesday 15 May 2007 at 12 noon, and that the business to be brought before the Meeting will be:

Resolution

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 2006.
- 2 To declare a final dividend.
- 3 To re-elect as a Director, Peter Mitchell, who retires by rotation under the terms of the Articles of Association.
- 4 To re-elect as a Director, Neil Crabb, who retires by rotation under the terms of the Articles of Association.
- 5 To re-elect as a Director, Peter Linnell, who retires under the terms of the Articles of Association being a newly appointed director who has not previously been appointed at an Annual General Meeting.
- 6 To consider and if thought fit to pass the following Resolution as an Ordinary Resolution:

THAT MRI Moores Rowland LLP be 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 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 £9,849; 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
16 April 2007

Registered office:
93-95 Wigmore Street
London W1U 1HH

Notes

- (i) Any Member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote on their behalf. Members will receive a Form of Proxy with this Notice and, if they wish to appoint a proxy, should complete the Form of Proxy and send it to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3BR. To be valid the Form of Proxy and (failing prior registration) any letter or power of attorney under which it is executed (or a duly certificated copy thereof) must be deposited at Neville Registrars not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same date as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. A proxy and any such power or authority in respect of a poll to be taken otherwise than on the same day as the meeting or the adjourned meeting, but less than 48 hours thereafter, may be delivered to the chairman of the meeting at any time before the poll is taken. A proxy need not be a Member of the Company. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the meeting in person, in which case any votes cast by the proxy will be excluded.
- (ii) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 6pm on Friday 11 May 2007 or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the meeting.
- (iii) On a show of hands, every Member who is entitled to vote and is present in person has one vote and, on a poll, every Member who is present in person or by a proxy has one vote for every ordinary share held by him.
- (iv) To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the number of votes they may cast), Members must be entered on the Company's Register of Members by 6pm on Friday 11 May 2007.
- (v) 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:
- (a) the Register of Interests of Directors (and their families) in the share capital of the Company; and
 - (b) the Directors service contracts.