

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Wednesday 18th October 2006



ADVENTIS
GROUP PLC

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken you should consult your stockbroker or other Financial Advisor authorised under the financial services and Markets Act 2000 or, if you are resident outside the United Kingdom, another appropriately qualified independent adviser.

IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR ORDINARY SHARES IN ADVENTIS GROUP PLC, please send this document and the enclosed proxy form to the purchaser or transferee or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Dear Shareholder,

EMPLOYEE SHARE SCHEMES

Following the flotation of the Company on the Alternative Investment Market in July 2004 and the subsequent growth of the Group, the Remuneration Committee of the Board of Directors ("the Directors") have been considering the implementation of employee share schemes which would align the interests of participants with shareholders as well as encouraging share ownership and facilitating the retention of key staff.

Accordingly, the Directors, on the advice of the Remuneration Committee, propose to introduce employee share schemes ("the Schemes") which have been designed to meet the above objectives. A summary of the principal terms of the proposed Schemes is set out in the Appendices to this letter.

The Schemes will comply with the principal guidelines relating to the limits on the number of shares that should be made available to employee share schemes published by the Association of British Insurers ("ABI"). In particular, the Rules of the Schemes will limit the number of new shares that may be issued or issuable under the Schemes and any previous schemes (including any re-issued Treasury Shares) to a maximum of 10% of the issued ordinary share capital of the Company in any rolling ten year period. The Directors also undertake to ensure that, in accordance with ABI guidelines, appropriate arrangements are in place regarding the rate at which options or awards may be granted or made under the Schemes in order to spread the potential creation of new shares reasonably evenly over the life of the Schemes. In addition, it is proposed to establish an Employee Benefit Trust to be administered by external independent trustees under which up to a further 7.5% of the issued ordinary share capital of the Company could be acquired by purchase in the market to further support the proposed employee share schemes.

It is proposed to seek your approval for the introduction of the Schemes at an Extraordinary General Meeting of the Company to be held on 18th October 2006. You will find the Notice of Meeting, which includes the relevant resolutions to be proposed as Ordinary Resolutions at the end of this circular. Your attention is also drawn to the enclosed proxy form and the relevant instructions for its completion and return.

The full draft Rules of the proposed Schemes and the draft Trust Deed for the proposed Employee Benefit Trust are available for inspection at the Company's Registered Office (93-95 Wigmore Street, London W1U 1HH) during normal business hours on any weekday (Saturdays and public holidays excepted) up to and including 18th October 2006 and at the Extraordinary General Meeting itself from at least 15 minutes prior to the appointed time for the meeting until the conclusion of the meeting.

The Directors believe that the Resolutions being proposed are in the best interests of the Company and will enable the pursuance of its objective of encouraging share ownership and the retention of key staff at all levels within the Company and recommend you to vote in favour.

Yours sincerely,



Peter Mitchell
Chairman
29th September 2006

Appendix 1 Summary of the principal terms of the Adventis Long Term Share Incentive Plan ("the LTIP")

1. Introduction

Awards may be made under the LTIP in the form of deferred rights to receive ordinary shares in Adventis Group PLC ("the Company") subject to the satisfaction of conditions as to the future performance of the Company as set out below. Awards may only be made within 42 days following the date on which the Company announces its annual or interim results in any year while the LTIP subsists.

2. Participants

Senior employees of the Company (including executive directors) and/or of any group company are eligible for Awards under the LTIP. Awards will be at the discretion of the Remuneration Committee ("the Committee") which is comprised entirely of non-executive directors, none of whom are eligible to participate in the LTIP.

3. Calculation of Awards and restrictions

(a) The number of shares comprised in an Award to any individual in any year will be such number as the Committee determines, provided that such number when multiplied by the share price (established in accordance with (b) below), does not exceed a specified percentage of the basic annual salary (i.e. excluding bonuses and non-cash benefits if any) of the participant at the date of an Award. The maximum percentage permitted is 150% of basic annual salary but awards may be based on lower percentages of basic annual salary, depending on a number of factors including seniority.

(b) The number of shares comprised in an Award will be based on the market value of an ordinary share in the Company averaged over the five business days immediately preceding the date of the Award.

(c) No shares will normally be released to participants until the end of a three year performance period (see paragraph 4 below) and only then if the performance conditions have been satisfied and the participant is still in the group's employment at that time. The exceptions to this are set out in paragraph 5 below.

(d) The benefit of Awards will be non-pensionable.

4. Performance conditions

Shares will be released to participants only if the Company's performance so warrants. Awards will be subject to the following conditions:-

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:-

Growth in EPS	% of Award vesting
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%

It is the intention of the Committee, when considering whether to make Awards under the LTIP each year, to review both the size of Awards (subject to the upper limit in paragraph 3(a) above) and the performance conditions to ensure that, at the time of an Award, they are appropriate and challenging taking into account any guidelines issued by organisations representing the interests of institutional shareholders or any other relevant guidelines issued from time to time.

5. Early vesting

(a) In the event of a participant ceasing to be employed by the group before the end of the three year performance period Awards will normally lapse. However, if such cessation of employment is by reason of death, ill-health, injury, disability, redundancy or retirement or the sale or transfer of the employing company, undertaking or part-undertaking out of the group, there are some discretions built into the LTIP that will permit the Committee to recommend the early release of shares subject to an Award. The number of shares released will not exceed an amount proportionate to the length of service during the three year period and will be subject to a judgement as to the performance of the Company between the commencement of the relevant three year period and the date of cessation of employment.

(b) In the event of a change of control, reconstruction or winding-up of the Company, Awards will lapse unless the Committee exercises its discretion to release shares subject to Awards. In exercising its discretion, the Committee will apply similar restrictions to those set out in paragraph 5(a) above.

6. Employee trust

In conjunction with the LTIP it is proposed to establish the Adventis Employee Benefit Trust ("EBT") which will be administered by an independent professional trust company all of whose Directors will be independent of the Adventis Group. The beneficiaries of the EBT will be the employees and former employees of any group company and their dependants and will therefore include the executive directors of the Company. Awards will be satisfied by the transfer of shares to participants from the EBT. The trustee may acquire shares in the Company by market purchase or, subject to the limits set out in paragraph 7 below, by subscription at a price not less than the nominal value. The funds to acquire shares will be provided to the trustee by the Company or by companies within the group (by gift or by loan) or via a third party such as a bank, but guaranteed by the Company or a group company.

7. Share limits

- (a) The EBT may not hold more than 7.5% of the issued ordinary share capital of the Company at any time (excluding any shares in respect of which the beneficial interest has been transferred to a beneficiary).
- (b) The aggregate number of shares that may be allotted to the EBT (by way of subscription for new shares) in any ten year period, when added to any shares issued or issuable in respect of any other employee share schemes operated by the Company (including any commitments to re-issue Treasury Shares), may not exceed ten per cent of the issued ordinary share capital of the Company from time to time (currently representing approximately 3,500,000 ordinary shares).

8. Shares and Dividends

- (a) The shares to be used for the purposes of the LTIP will be fully paid ordinary shares in the capital of the Company.
- (b) Participants will not be eligible to receive dividends in respect of shares subject to an Award except in relation to a record date falling on or after the date on which the shares are transferred to participants pursuant to the vesting of such Awards.

9. Variation provisions

- (a) On a variation of capital of the Company (including but not limited to a rights or capitalisation issue) or on any distribution to shareholders in cash or in specie which, in the opinion of the Committee, has a significant effect on the value of the Company's ordinary shares, the Committee may adjust the number of shares subject to an Award and/or any rights and conditions attaching thereto provided that the Company's auditors confirm any such adjustments to be, in their opinion, fair and reasonable.

- (b) In relation to any Award, the performance criterion and conditions described in paragraph 4 above may be adjusted by the Committee where they consider that events have occurred which would make the amended criterion a fairer measure of performance provided that the company's auditors confirm any such adjustments to be, in their opinion, fair and reasonable.

10. Amendment and termination

- (a) The LTIP may be amended by the Directors (or a duly authorised committee thereof) provided that no amendment shall be made to the advantage of participants without the prior consent of shareholders in general meeting except for minor amendments relating to the administration of the LTIP or to take account of changes to legislation or to obtain or maintain favourable tax or social security contribution treatment of participants, the Company or any group company. Subject thereto, no amendment shall prejudice subsisting rights of participants save with the majority consent of such participants in accordance with the Rules of the LTIP.
- (b) No Awards shall be made under the LTIP on or after the tenth anniversary of its adoption by shareholders in general meeting.

Note:

This appendix provides a summary of the main features of the Rules of the proposed Adventis Long Term Share Incentive Plan and of the proposed Adventis Employee Benefit Trust but does not form part of the Rules or Trust and should not be taken as affecting the interpretation thereof.

Appendix 2

Summary of the principal terms of the Adventis Equity Partnership Plan ("EPP")

1. Introduction

Employees of the Company (including executive directors) and/or of any group company who are eligible to receive an annual cash bonus under any bonus scheme operated by the group, which is designated for the purposes of the EPP, may be offered the opportunity to purchase shares in the Company with a part of their net bonus ("purchased shares"). If the purchased shares are held for a period of three years, participants may qualify for additional shares on an agreed ratio which will vary depending on the growth in the Company's earnings per share as set out in paragraph 4 below ("additional shares"). The EPP will be administered by the Board (or a duly authorised Committee thereof) except that, with regard to the participation of executive directors of the Company, invitations will be at the discretion of the Remuneration Committee of the Company which is comprised entirely of non-executive directors, none of whom are eligible to participate in the EPP.

2. Timing of invitations

Invitations to participate in the EPP may be made within 42 days following the date on which the Company announces its annual results in any year while the EPP subsists.

3. Limits on participation

Those eligible will be invited to purchase ordinary shares in the Company with the net cash bonus received (i.e. after payment of income tax and employee national insurance contributions) subject to a maximum contribution of 50% of the net bonus and to a minimum contribution to be specified by the relevant committee at the time invitations are issued. The purchased shares normally need to be held for a minimum of three years (the exceptions are set out in paragraph 6 below). In return, the Company agrees to provide additional shares if the performance criterion set out in paragraph 4 below is achieved. The limits on participation and the basis for calculating the additional shares may be varied by the relevant committee depending on future financial conditions but the performance criterion will not be less onerous than set out in paragraph 4 below.

4. Basis of calculating the additional shares

The additional shares to be added at the end of the three year period will depend on the average annual growth in the Company's earnings per share ("EPS") compared to the Retail Prices Index (all items) ("RPI") over the three year period as follows (whichever level of EPS growth is applicable):

Growth of less than RPI + 2% pa
= 0 additional shares.

Growth of at least RPI + 2% pa
= 1 additional share for every 3 purchased shares.

Growth of at least RPI + 3% pa
= 2 additional shares for every 3 purchased shares.

Growth of RPI + 4% pa or more
= 1 additional share for every 1 purchased share.

5. Forfeiture

The additional shares will be forfeited if the participant sells or transfers the purchased shares before the end of the three year period or if he or she leaves the employment of the group before the end of the three year period (other than as set out in paragraph 6 below).

6. Early vesting

(a) In the event of a participant ceasing to be employed by the group before the end of the three year period, rights to additional shares will normally lapse. However, if such cessation of employment is by reason of death, ill-health, injury, disability, redundancy or retirement or the sale or transfer of the employing company, undertaking or part-undertaking out of the group, there are some discretions built into the EPP that will permit the relevant committee to recommend the early release of additional shares. The number of shares released will not exceed an amount proportionate to the length of service during the three year period and will be subject to a judgement as to the performance of the Company between the commencement of the three year period and the date of cessation of employment.

(b) In the event of a change of control, reconstruction or winding-up of the Company, rights to additional shares will lapse unless the relevant committee exercises its discretion to release shares. In exercising its discretion the committee will apply similar restrictions to those set out in paragraph 6(a) above.

7. Employee Trust and Share limits

Rights to additional shares under the EPP will be satisfied by the transfer of shares from the Employee Benefit Trust described in paragraph 6 of Appendix 1. The limits on the number of shares are as described in paragraph 7 of Appendix 1.

8. Shares and Dividends

(a) The shares to be used for the purposes of the EPP will be fully paid ordinary shares in the capital of the Company.

(b) Participants will not be eligible to receive dividends in respect of additional shares except in relation to a record date falling on or after the date on which the shares are transferred to participants pursuant to the vesting of such additional shares.

9. Variation provisions

On a variation of the capital of the Company (including but not limited to a rights or capitalisation issue) or on any distribution to shareholders in specie which, in the opinion of the relevant committee, has a significant effect on the value of the Company's ordinary shares, the committee may adjust the number of additional shares and/or any rights and conditions attaching thereto provided that the Company's auditors confirm any such adjustments to be, in their opinion, fair and reasonable.

b) No invitations will be made under the EPP on or after the tenth anniversary of its adoption by shareholders in general meeting and any benefits under the EPP are non-pensionable.

Note

This appendix provides a summary of the main features of the Rules of the proposed Adventis Equity Partnership Plan but does not form part of the Rules and should not be taken as affecting the interpretation of the Rules.

Appendix 3

Summary of the principal terms of the Adventis Sharesave Scheme ("the Sharesave Scheme")

1. Eligibility

The Sharesave Scheme will be open to all UK employees and full-time directors of the Company and of designated UK subsidiaries, who have been employed by the group for at least one year on the relevant invitation date. The Directors may waive or reduce this service qualification.

2. Invitations

Invitations to eligible persons may be issued within the period of 42 days following the date on which the Sharesave Scheme is formally approved by HM Revenue and Customs ("HMRC") and/or, thereafter, within the periods of 42 days following the date on which the Company announces its annual or interim results in any year while the Sharesave Scheme subsists.

3. Subscription/Exercise Price

Options will be granted at a price which represents not less than 80 per cent. of the market value of an ordinary share in the Company as agreed with HMRC on or before the invitation date (subject to options not being granted at a price below the nominal value of such share).

4. Savings Contract

A condition of the grant of an option is that the participant agrees to enter into a Save as You Earn contract with a designated savings institution under which he or she contracts to save between £5 and £250 per month by deduction from net salary. At the end of a three or five year savings period the savings institution adds a tax free bonus. The £250 monthly limit is the current statutory limit. However, the Sharesave Scheme permits any increase to the statutory limit to be applied without further recourse to shareholders but, before implementing any future increases, the Directors will pay due regard to any relevant guidelines issued by the institutional investors from time to time. The Directors may impose a lower maximum monthly limit than that permitted by law if they so determine.

5. Number of shares under option

Options will be linked to the three or five year bonus date described in 4 above (as selected by the applicant at the outset) or, if the Directors so determine, to the three year bonus date only. The number of shares under option will be calculated by dividing the anticipated savings proceeds (including the appropriate bonus) by the subscription/exercise price as determined in 3 above.

6. Total number of new shares available

The maximum number of shares that may be issued or issuable (including any commitments to re-issue Treasury Shares), in any ten year period ending on the relevant date of grant, under the Sharesave Scheme and under any other employee share schemes operated by the Company may not exceed ten per cent. of the issued ordinary share capital of the Company from time to time (currently representing approximately 3,500,000 ordinary shares).

7. Exercise date

Options are normally exercisable within the six months following the relevant bonus date under the savings contract but may be exercised early in certain circumstances such as death, redundancy, normal retirement, divestment of the employing company etc. In the event of early exercise, the exercise will be restricted to the proceeds of the savings contract at the relevant time.

8. Scaling down

In the event that the number of shares applied for exceeds those available the Directors will scale down the number of shares over which options are to be granted in a manner which complies with HMRC requirements.

9. Changes in control and winding-up

In the event of a change in control of the Company pursuant to a general offer or a scheme of arrangement for the purposes of the reconstruction or amalgamation of the Company pursuant to Section 425 of the Companies Act 1985, options may be exercised within six months of such event. However, if the acquiror becomes bound or entitled compulsorily to acquire outstanding shares under Sections 428-

430F of the Companies Act 1985, options will lapse at the end of the compulsory acquisition period. If the acquiring company agrees, options may be released in return for options of equivalent value in the acquiring company whilst options remain exercisable under any of these provisions. In the event of the voluntary winding-up of the Company options may be exercised within three months of the passing of the appropriate resolution.

10. Variation of Capital

If a variation in the capital of the Company shall occur by reason of a rights or capitalisation issue or a sub-division, consolidation, reduction or other variation, then the Directors shall make appropriate adjustments to the subscription/exercise price and/or the number of shares under option provided that the auditors of the Company for the time being shall have confirmed in writing that such adjustments are, in their opinion, fair and reasonable and subject also to the approval of HMRC.

11. Amendment and duration of the Sharesave Scheme

The principal terms of the Sharesave Scheme may only be amended to the advantage of eligible employees or participants with the prior authority of the Company in General Meeting save that any amendment (other than an amendment affecting the number of shares which may be issued under the scheme) may be made without such authority if it is:

- (a) To enable the Scheme to obtain or maintain HMRC approval; or
- (b) A minor alteration to benefit the administration of the Sharesave Scheme, to take account of a change in legislation or to obtain or maintain favourable tax or social security contribution treatment for participants, the Company or any company in the Group (subject where applicable to the prior approval of HMRC).

No options will be granted under the Sharesave Scheme later than ten years following its adoption date and any benefits under the Sharesave Scheme are non-pensionable.

Note:

This appendix provides a summary of the main features of the Rules of the proposed Adventis Sharesave Scheme but does not form part of the Rules and should not be taken as affecting the interpretation of the Rules.

NOTICE OF EXTRAORDINARY GENERAL MEETING

ADVENTIS GROUP PLC ("the Company")
(Registered in England No.3542727)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 2 pm on 18th October 2006 at 93-95 Wigmore Street, London W1U 1HH for the purpose of considering and, if thought fit, passing the following Ordinary Resolutions:

Ordinary Resolutions

1. That the Adventis Long Term Share Incentive Plan (the principal terms of which are summarised in Appendix 1 to the circular to shareholders dated 29th September 2006) be approved and that the Directors be authorised to do all acts and things necessary to establish and carry it into effect including making the arrangements to establish and operate the Adventis Employee Benefit Trust.
2. That the Adventis Equity Partnership Plan (the principal terms of which are summarised in Appendix 2 to the circular to shareholders dated 29th September 2006) be approved and that the Directors be authorised to do all acts and things necessary to establish and carry it into effect including making the arrangements to establish and operate the Adventis Employee Benefit Trust.
3. That the Adventis Sharesave Scheme (the principal terms of which are summarised in Appendix 3 to the circular to shareholders dated 29th September 2006) be approved and that the Directors be authorised to do all acts and things necessary to establish and carry it into effect including the making of any amendments necessary or desirable to secure the approval of HM Revenue and Customs pursuant to the Income Tax (Earnings and Pensions) Act 2003.

4. That, subject to resolutions 1-3 above, the Directors be authorised to vote, and be counted in the quorum, on any matter connected with the Adventis Long Term Share Incentive Plan, the Adventis Equity Partnership Plan and/or the Adventis Sharesave Scheme notwithstanding that they may be interested in the same (except that no Director may be counted in the quorum or vote in respect of his own participation) and any restriction on voting by interested Directors contained in the Articles of Association of the Company be and is hereby relaxed accordingly.

By Order of the Board
Beverley Turner
Company Secretary 29 September 2006

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