

6 June 2011

Adventis Group Plc ('Adventis' or the 'Company')

**Annual Report & Accounts 2010
and
Notice of Annual General Meeting ('AGM')**

The Company (AIM: **ATG.L**) announces that the Annual Report and Accounts of the Company for the year ended 31 December 2010 (the "Annual Report") and the Notice of the 2011 Annual General Meeting (the "Notice of AGM") have been placed on the Company's website at www.adventis.co.uk and the Annual Report and Notice of AGM will be mailed to shareholders later today. Copies are available free of charge from the Company's Registered Office at Adventis House, Post Office Lane, Beaconsfield, Bucks, HP9 1FN.

The Company's AGM will be held at 2.00 p.m. on Thursday 30 June 2011 at Adventis House, Post Office Lane, Beaconsfield, Bucks, HP9 1FN.

Full details are included in the Notice of AGM which is being sent to all shareholders.

In addition to the ordinary business to be conducted at the AGM, special business will also be proposed at the meeting including, *inter alia*, the adoption of new articles of association, which will create a new class of shares (the "A Ordinary Shares") and the granting to the directors of authority to allot the A Ordinary Shares and to disapply pre-emption rights in connection with the issue of such A Ordinary Shares.

The A Ordinary Shares are being created in order to effect a new performance-based incentive scheme to be adopted by the Company (the "New Incentive Scheme"). The New Incentive Scheme is designed to reward senior management where on a sale of the Company (or in certain other limited circumstances) the Company's share value is over and above a certain hurdle value. The New Incentive Scheme is being implemented as the Board does not consider that the current existing incentive schemes adequately incentivise the new management team who have been brought in to improve the Company's financial performance.

The new articles of association to be approved at the AGM (the "New Articles") provide that, on any third party sale of the Company (or in certain other events specified below), the holders of A Ordinary Shares will be entitled to receive a hurdle amount for each A Ordinary Share. The hurdle amount will be calculated by deducting a set hurdle share value from an exit share value. The hurdle amount will be calculated before any payments are made to the holders of the ordinary shares of 0.25 pence in the capital of the Company. All payments made to the holders of the Ordinary Shares shall be pro rata to their shareholdings.

The hurdle share value will be calculated as the amount equal to 50% above the closing price of the Ordinary Shares on Friday 3 June 2011 (being the last business day before the posting of the notice of the AGM).

The exit share value will be an amount equal to the total consideration payable on a third party sale for the Company divided by the aggregate amount of Ordinary Shares and A Ordinary Shares in issue at the exit. If the exit share value is less than or the same as the hurdle share value, the holders of A Ordinary Shares will not be entitled to receive anything.

The other circumstances where a holder of A Ordinary Shares might be entitled to a hurdle payment would be on a liquidation of the Company or on a return of assets following a business sale if the relevant exit share value exceeds the hurdle share value.

Under the provisions of the New Articles if a holder of A Ordinary Shares ceases to hold office with or be employed by the Company for any reason, then the A Ordinary Shares held by that individual will convert automatically to deferred shares of 0.0025 pence in the capital of the Company (the "Deferred Shares"). The Deferred Shares have no real economic rights.

The A Ordinary Shares do not have any voting rights nor any rights to dividends and are not freely transferable.

The board has agreed that, following the passing of the relevant resolution, in accordance with the New Incentive Scheme, a total of 5,379,030 A Ordinary Shares shall be issued (representing 10% of the issued share capital of the Company as enlarged by the issue of the A Ordinary Shares), of which 2,689,515 A Ordinary Shares (being 50% of the total A Ordinary Shares to be issued) shall be to be issued to Nick Winks and 2,689,515 A Ordinary Shares (being the remaining 50% of the total A Ordinary Shares to be issued) to Andrew Pearson.

The explanatory notes to the Notice of AGM provide an illustrative example of how the New Incentive Scheme will operate.

The issue of the A Ordinary Shares to Nick Winks and to Andrew Pearson constitutes a "related party transaction" for the purposes of AIM Rule 13 of the AIM Rules for Companies (the "AIM Rules"). In accordance with the AIM Rules, the remaining directors of the Company being, Allan Collins and Julian Spooner, having consulted with the Company's nominated adviser, Arbuthnot Securities Limited, consider that the issue of the "A" Ordinary Shares is fair and reasonable insofar as shareholders are concerned.

For further information please contact:

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