

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or about what action you should take, you should consult a person authorised for the purposes of the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities. If you have sold or transferred all of your Avisen Shares, please send this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Directors, whose names are set out on page 7 of this document, accept responsibility individually and collectively for the information contained in this document. The Proposed Directors, whose names are also set out on page 7 of this document, accept responsibility for the information contained in this document relating to themselves and 1Spatial and the Enlarged Group. To the best of the knowledge and belief of the Directors and the Proposed Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document for which they take responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Avisen PLC

(Incorporated under the Companies Act 1985 with registered number 5429800)

Notice of General Meeting in connection with Recommended Share Offer for 1Spatial Holdings plc

and

Proposed Sub-division of Share Capital

and

Renewal of authority to allot shares and disapplication of pre-emption rights

Nominated Adviser and Broker Strand Hanson Limited

This document does not constitute a prospectus and a copy has not been delivered to the Registrar of Companies in England and Wales for registration. A copy of this circular will be available for collection, free of charge, from the offices of Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ and will also be available at www.avisenplc.com.

Notice of a General Meeting of the Company to be held at the offices of Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ at 10.00 a.m. on 7 November 2011 is set out at the end of this document. Shareholders will find enclosed a Form of Proxy for use in connection with the resolutions to be proposed at the General Meeting. Whether or not you intend to attend the General Meeting in person, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it by post or (during normal business hours only) by hand to the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham Kent, BR3 4TU, as soon as possible but in any event to be received not later than 10.00 a.m., on 3 November 2011. Completion and return of the Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person, should they subsequently wish to do so.

Strand Hanson, which is a member of the London Stock Exchange and is regulated by the FSA, is acting for Avisen plc and no-one else in connection with the Proposal and the matters set out in this document and will not be responsible to anyone other than Avisen plc for providing the protections afforded to customers of Strand Hanson or for providing advice in relation to the Proposal and the matters set out in this document.

THIS DOCUMENT SHOULD BE READ IN CONJUNCTION WITH THE FULL TEXT OF THE SCHEME DOCUMENT WHICH ACCOMPANIES THIS DOCUMENT. AVISEN SHAREHOLDERS SHOULD READ THE WHOLE OF THE SCHEME DOCUMENT, IN PARTICULAR, THE LETTER FROM THE CHAIRMAN OF 1SPATIAL SET OUT IN PART I OF THE SCHEME DOCUMENT, THE EXPLANATORY STATEMENT SET OUT IN PART II AND THE RISK FACTORS SET OUT IN PART V OF THE SCHEME DOCUMENT AND SHOULD NOT RELY SOLELY ON THE INFORMATION SET OUT IN THIS DOCUMENT.

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FORWARD-LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements. The forward-looking statements contained herein include statements about the expected effects of the Proposal, the expected timing and scope of the Proposal and other statements other than in relation to historical facts. Forward-looking statements including, without limitation, statements typically containing words such as “intends”, “anticipates” “targets”, “estimates”, “believes”, “should”, “plans”, “will”, “expects” and similar expressions or statements that are not historical facts are intended to identify those expressions or statements as forward-looking statements. The statements are based on the assumptions and assessments by the Board of Avisen and are naturally subject to uncertainty and changes in circumstances. By their nature, forward-looking statements involve risk and uncertainty and the factors described in the context of such forward-looking statements in this document could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. There are a number of factors that could cause actual results or developments to differ materially from those expressed or implied by such forward-looking statements. These factors include, but are not limited to, the satisfaction or waiver of the conditions to the Scheme, local and global political and economic conditions, future revenues of Avisen being lower than expected, expected cost savings from the Proposal or other future transactions not being realised fully or in line with expected timeframes, competitive pressures in the industry increasing, foreign exchange rate fluctuations and interest rate fluctuations (including those from any potential credit rating decline) and legal or regulatory developments and changes. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements.

Neither, Avisen, nor any of its respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied by any forward-looking statements contained herein will actually occur. Other than in accordance with their legal or regulatory obligations (including under the AIM Rules, the Disclosure and Transparency Rules of the Financial Services Authority and the City Code), Avisen is not under any obligation and expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<i>Event</i>	<i>Time and/or date</i>
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 3 November 2011
General Meeting	10.00 a.m. on 7 November 2011
Effective Date of the Scheme	25 November 2011
Admission of the New Avisen Shares to trading on AIM	8.00 a.m. on 28 November 2011

Avisen Shareholders should read the Scheme Document that accompanies this document which sets out the full timetable of principal events for the Scheme.

STATISTICS

Number of Avisen Shares in issue at the date of this document	226,699,878
Number of Consideration Shares*	approximately 122,069,402
Enlarged Issued Share Capital	approximately 348,769,280
Consideration Shares as a percentage of the Enlarged Issued Share Capital	approximately 35.0%
Market capitalisation of the Enlarged Group immediately following Admission**	£13.95 million
AIM trading symbol	AVI.L
ISIN	GB00B09LQS34

* Based on 21,188,926 Spatial Shares in issue on 6 October 2011 (being the latest practicable date prior to the publication of the Announcement). The exact number of Consideration Shares will be determined on 24 November 2011, prior to the Scheme Record Time.

** Based on the closing price of Avisen Shares of 4.0 pence on 12 October 2011 (being the latest practicable date prior to the publication of this document).

DEFINITIONS

In this document, unless inconsistent with the subject or context or defined otherwise in the Scheme Document, the following expressions bear the following meanings:

“1Spatial”	1Spatial Holdings plc;
“1Spatial Group”	1Spatial, its subsidiaries and subsidiary undertakings;
“1Spatial Shareholders”	holders of 1Spatial Shares from time to time;
“1Spatial Shares”	the existing unconditionally allotted or issued and fully paid ordinary shares of £0.04 each in the capital of 1Spatial and any further such shares of £0.04 each in the capital of 1Spatial which are unconditionally allotted or issued before the Scheme becomes effective;
“Act”	the Companies Act 2006;
“Admission”	the admission to trading on AIM of the New Avisen Shares;
“AIM”	the AIM market operated by the London Stock Exchange;
“AIM Rules”	the Rules and Guidance notes for AIM Companies and their nominated advisers issued by the London Stock Exchange from time to time relating to AIM traded securities and the operation of AIM;
“Announcement”	the announcement made by Avisen on 7 October 2011 regarding the Proposal and the Scheme made pursuant to Rule 2.7 of the City Code;
“Articles”	the articles of association of Avisen from time to time;
“Avisen” or “the Company”	Avisen plc;
“Avisen Board” or “Avisen Directors”	the board of directors of Avisen as at the date of this document whose names are set out on page 7 of this document;
“Avisen Group”	Avisen, its subsidiaries and subsidiary undertakings;
“Avisen Shares”	ordinary shares of £0.05 each in the capital of Avisen as at the date of this document, and, following the General Meeting and subject to the passing of Resolution 2, the new ordinary shares of £0.01 each;
“Business Day”	a day, not being a Saturday, Sunday or public holiday, on which the clearing banks in London are generally open for business;
“Capita Registrars”	a trading name of Capita Registrars Limited;
“City Code”	the City Code on Takeovers and Mergers issued by the Panel;
“Close of Business”	means in respect of a Business Day, 6.00 p.m. on that Business Day;
“Conditions”	the “Conditions to the Implementation of the Scheme and Further Terms of the Proposal” set out in Part IV of the Scheme Document and “Condition” means any one of them;
“Consideration Shares”	the 5.761 New Avisen Shares to be issued under the terms of the Proposal in respect of each Scheme Share;
“Corporate Performance Management” or “CPM”	corporate performance management is a set of processes that help organisations optimise their business performance. It is a framework for organising, automating and analysing business methodologies, metrics, processes and systems that drive business performance. CPM helps businesses make efficient use of not only their financial, but also their human, material and other resources;

“Court Meeting”	the meeting (and any adjournment thereof) of the Scheme Shareholders convened by an order of the Court pursuant to Part 26 of the Act to be held at Tennyson House, Cambridge Business Park, Cowley Road, Cambridge CB4 OWZ at 11.00 a.m. on 7 November 2011 at which the Scheme Shareholders will be asked to consider and, if thought fit, approve the Scheme (with or without amendment) and any adjournment thereof;
“Court”	the High Court of Justice of England and Wales;
“Deferred Shares”	the deferred shares of £0.04 each in the capital of the Company, following the General Meeting and subject to the passing of Resolution 2;
“Effective Date”	the date on which the Reduction Court Order is delivered to the Registrar of Companies in England and Wales;
“Enlarged Group”	the Avisen Group as enlarged by the recommended acquisition by Avisen of the entire issued and to be issued share capital of ISpatial to be effected by way of the Scheme;
“Enlarged Issued Share Capital”	all of the issued Avisen Shares following the issue of the New Avisen Shares, assuming the Scheme becomes effective;
“Existing Avisen Shares”	the 226,699,878 Avisen Shares in issue at the date of this document, all of which are admitted to trading on AIM;
“Form of Proxy”	the form of proxy for use in connection with the General Meeting;
“FSA”	the Financial Services Authority;
“General Meeting”	the general meeting (or any adjournment thereof) of the Holders of Avisen Shares to be convened to consider and if thought fit, to approve the resolutions to be proposed thereat in connection with the issue of the New Avisen Shares under the Scheme a notice of which is contained at the end of this document;
“Holder”	a registered holder of shares and includes any person(s) entitled by transmission;
“London Stock Exchange” or “LSE”	London Stock Exchange plc;
“New Avisen Converted Shares”	the new ordinary shares of £0.01 each following the Sub-division;
“New Avisen Shares”	up to 122,069,402 new Avisen Shares to be issued to ISpatial Shareholders, as consideration for the New ISpatial Shares pursuant to the Proposal;
“New ISpatial Shares”	21,188,926 new ISpatial Shares to be issued to Avisen under the terms of the Scheme;
“Panel”	the Panel on Takeovers and Mergers;
“Proposal”	the recommended acquisition by Avisen of the entire issued and to be issued share capital of ISpatial to be effected by way of the Scheme and subject to the Conditions and on the terms of the Scheme Document including, where the context so requires, any subsequent revision, variation, extension or renewal of such Proposal;
“Proposed Directors”	Nic Snape, Dr. Mike Sanderson and Steve Berry, all of whom will be appointed on the Effective Date;
“Reduction Court Hearing”	the hearing at which the Reduction Court Order is made;
“Reduction Court Order”	the order of the Court to be granted at the Reduction Court Hearing to confirm the Reduction of Capital provided for by the Scheme;
“Reduction of Capital”	the proposed reduction of the ordinary share capital of ISpatial under Part 17, Chapter 10 of the Act by the cancellation and

	extinguishing of the Scheme Shares, to be effected as part of the Scheme;
“Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 01/3755);
“Resolutions”	the resolutions to be proposed at the General Meeting in order to give effect to the Scheme and the Sub-division;
“Scheme” or “Scheme of Arrangement”	the proposed scheme of arrangement under Part 26 of the Act between 1Spatial and the Scheme Shareholders, with or subject to any modification, addition or condition approved or imposed by the Court and agreed to by 1Spatial and Avisen, the full terms of which are set out in Part IX of the Scheme Document and (as the case may be) any supplemental circular(s);
“Scheme Document”	the document posted to 1Spatial Shareholders dated 13 October 2011, a copy of which accompanies this document;
“Scheme Record Time”	6.00 p.m. on the Business Day immediately preceding the Reduction Court Hearing;
“Scheme Shareholders”	the Holders of Scheme Shares;
“Scheme Shares”	<ul style="list-style-type: none"> ● the 1Spatial Shares in issue at 6.00 p.m. on the date of the Scheme Document; ● (if any) 1Spatial Shares issued after the date of the Scheme Document and before the Voting Record Time; and ● (if any) 1Spatial Shares issued at or after the Voting Record Time and before the Scheme Record Time, either on terms that the original or any subsequent holders of such shares shall be bound by the Scheme, or in respect of which the original or any subsequent holders of such shares are, or shall have agreed in writing to be, bound by the Scheme <p>in each case, save for any shares held, legally or beneficially, by Avisen;</p>
“Shareholders”	holders of Avisen Shares;
“SRA”	Storage Fusion’s Storage Resource Analysis (SRA) software automates the processes associated with storage analytics;
“Storage Fusion”	Storage Fusion Limited, an indirect wholly-owned subsidiary of Avisen;
“Storage Fusion Business”	the business of Storage Fusion Limited being the development and sale of the SRA software;
“Strand Hanson”	Strand Hanson Limited, a company registered in England and Wales under company number 2780169;
“Sub-division”	the proposed sub-division of each Existing Avisen Share into one New Avisen Converted Share of £0.01 and one new Deferred Share;
“subsidiary undertaking”	has the meaning given by section 1162 of the 2006 Act;
“subsidiary”	has the meaning given by section 1159 of the 2006 Act;
“takeover offer”	the acquisition of the entire issued and to be issued ordinary share capital of 1Spatial by means of a takeover offer made pursuant to the City Code;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“Voting Record Time”	6.00 p.m. on 4 November 2011, or, in the event that the Court Meeting is adjourned by more than 48 hours, 6.00 p.m. on the day which is one Business Day before such adjourned meeting.

All quoted share prices contained in this document have been rounded to two decimal places.

DIRECTORS AND ADVISERS

Directors	Mark Battles – <i>Non Executive Chairman</i> Marcus Hanke – <i>Chief Executive Officer</i> Claire Milverton – <i>Chief Financial Officer</i> Jonathan Hill – <i>Chief Operating Officer</i> Marcus Yeoman – <i>Non Executive Director</i>
Proposed Directors	Nic Snape – <i>Proposed Managing Director</i> Dr. Mike Sanderson – <i>Proposed Director of Strategic Development</i> Steve Berry – <i>Proposed Non Executive Chairman</i>
Secretary	St John’s Square Secretaries Limited Farringdon Place 20 Farringdon Road London EC1M 3AP
Registered Office	Sterling House 20 Station Road Gerrards Cross SL9 8EL
Nominated Adviser & Broker	Strand Hanson Limited 26 Mount Row London W1K 3SQ
Auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 9 Greyfriars Road Reading Berkshire RG1 1JG
Solicitors to the Company	Brown Rudnick LLP 8 Clifford Street London W1S 2LQ
Registrars	Capita Registrars The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

AVISEN PLC

(Registered and incorporated in England and Wales No.5429808)

Directors:

Mark Battles (*Non-executive Chairman*)
Marcus Hanke (*Chief Executive Officer*)
Jonathan Hill (*Chief Operating Officer*)
Claire Milverton (*Chief Financial Officer*)
Marcus Yeoman (*Non-executive Director*)

Registered Office:

Sterling House,
20 Station Road,
Gerrards Cross,
SL9 8EL

13 October 2011

To: Shareholders and, for information only, the holders of options to subscribe for Avisen Shares

Dear Shareholder,

RECOMMENDED SHARE OFFER FOR 1SPATIAL HOLDINGS PLC BY AVISEN PLC, SUB-DIVISION OF SHARE CAPITAL, RENEWAL OF AUTHORITY TO ALLOT SHARES

1. INTRODUCTION

On 7 October 2011, the boards of 1Spatial and Avisen announced that they had agreed the terms of a merger between Avisen and 1Spatial under which the entire share capital of 1Spatial would be acquired by Avisen in consideration for the issue of 5.761 New Avisen Shares for each Scheme Share. The Proposal is to be implemented by means of a Scheme of Arrangement under the Act which requires the approval of Scheme Shareholders and the sanction of the Scheme and confirmation of the Reduction of Capital by the Court.

Shareholders are strongly recommended to read the Scheme Document that accompanies this document, which sets out the full details of the Proposal, information on 1Spatial, reasons for the Proposal and a recommendation from the directors of 1Spatial to 1Spatial Shareholders.

The purpose of this circular is to explain the Proposal and to recommend that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, which will enable the Scheme to be implemented.

The Directors consider the Proposal to be in the best interests of the Company and its Shareholders as a whole. Accordingly those Directors who are also Shareholders (or their connected persons who are Shareholders) have undertaken to vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

THE INFORMATION CONTAINED IN THIS DOCUMENT DOES NOT PURPORT TO BE COMPLETE AND SHOULD BE READ IN CONJUNCTION WITH THE FULL TEXT OF THE SCHEME DOCUMENT. AVISEN SHAREHOLDERS SHOULD READ THE WHOLE OF THE SCHEME DOCUMENT AND, IN PARTICULAR, THE LETTER FROM THE CHAIRMAN OF 1SPATIAL SET OUT IN PART I OF THE SCHEME DOCUMENT, THE EXPLANATORY STATEMENT SET OUT IN PART II AND THE RISK FACTORS SET OUT IN PART V OF THE SCHEME DOCUMENT AND SHOULD NOT RELY SOLELY ON THE INFORMATION SET OUT IN THIS DOCUMENT.

2. SUMMARY OF THE PROPOSAL

It is intended that the Proposal will be implemented by means of a Court-sanctioned Scheme of Arrangement pursuant to Part 26 of the Act involving a reduction of capital of 1Spatial under the Act. The Scheme is subject to the satisfaction (or, where applicable, waiver) of the Conditions and sanction of the Court. The terms of the Scheme are set out in full in Part IX of the Scheme Document.

The Scheme provides that, if it becomes effective, all of the Scheme Shares will be cancelled under the Reduction of Capital and a like number of New 1Spatial Shares will be issued, fully paid, to Avisen. The reserve arising from the cancellation of the Scheme Shares will be used in paying up in full such New 1Spatial Shares. In exchange, under the Proposal, all Scheme Shareholders will be entitled to receive:

For each Scheme Share: 5.761 fully paid New Avisen Shares

1Spatial will become a wholly owned subsidiary of Avisen on the Effective Date.

The Proposal values the entire issued share capital of 1Spatial at approximately £4.88 million, based on a Closing Price for Avisen Shares of 4.0 pence on 12 October 2011, the last business day prior to the date of this document.

Following the Scheme becoming effective, existing Avisen Shareholders will hold 226,699,878 Avisen Shares representing approximately 65.0 per cent of the enlarged issued ordinary share capital and existing Scheme Shareholders will hold up to 122,069,402 Avisen Shares representing approximately 35.0 per cent of the enlarged issued share capital of Avisen.

The New Avisen Shares shall rank *pari passu* with all other Avisen Shares in issue on the date on which the New Avisen Shares are issued and shall have the right to receive all dividends, distributions and other entitlements made or paid on the Avisen Shares for which the record date occurs after such date.

Full details of the Scheme are set out in the Scheme Document. Shareholders are strongly advised to read the Scheme document in full.

3. BACKGROUND AND REASONS FOR THE PROPOSAL

Information on Avisen

Avisen was admitted to trading on AIM on 2 February 2009 following its reverse takeover of Z Group plc. Since its admission, Avisen has pursued an acquisition strategy in the Corporate Performance Management market and to date has completed six acquisitions.

The Avisen management team has demonstrated their ability to rapidly absorb the new businesses in order to achieve cost savings and to grow the recurring income base of the Avisen Group through software and solution support.

Avisen now provides advisory services and software distribution to a growing number of blue chip corporations and examples include: Tesco Direct and Unilever.

The Avisen Directors believe the acquisition of 1Spatial will allow the Enlarged Group to:

- establish a more experienced management team with a broader skill set through the appointment of Nic Snape, Dr. Mike Sanderson and Steve Berry to the Avisen Board. This will further enhance the Enlarged Group's ability to identify future opportunities to enhance shareholder value;
- accelerate the investment in 1Spatial's Imperium, GIS Market Strategic Relationships and 1Spatial's new brand, Socium;
- utilise the cash resources of Avisen in order to accelerate the growth of the Enlarged Group, both organically and by further acquisitions in the business and technology sector;
- extend the location supply chain capability, to offer location enabled decision making to the Business Intelligence market; and
- optimise the Storage Fusion Business as part of Avisen's existing performance management services.

Current Trading and Prospects

Following a period of significant growth both organically and through acquisition, Avisen now provides advisory services and software distribution to a growing number of blue chip corporations in the Performance Management market.

Avisen reported turnover from continuing operations of £2.6 million and pre tax loss of £7.8 million (mostly due to a one off impairment charge of £4 million and strategic, integration and other one-off items of £1.5 million) for the financial year ended 31 January 2011. These reported numbers excluded the turnover and profit of Inca Software Ltd which were classified as discontinued operations in the year. The inclusion of these results would have improved the reported turnover and pre tax loss numbers by £9.7m and £0.5m respectively.

Following the sale of Inca, Avisen received cash funds to provide a solid platform for future growth. In July 2011, Avisen had trading success by securing a contract with Unilever to provide the company with a "Cost to Serve Project" giving rise to the resale of a perpetual Acorn software licence and ongoing consulting revenues for the next three years. Avisen's Storage Fusion business

also entered into a contract with a large IT vendor to sell it access to its SRA software. The results for the period to 31 July 2011 will be released no later than 31 October 2011.

Effect of the Proposal on Avisen

Following the Scheme becoming effective, 1Spatial will become a wholly owned subsidiary of Avisen. Existing Avisen Shareholders will hold 226,699,878 Avisen Shares, representing approximately 65.0 per cent of the Enlarged Issued Share Capital of Avisen.

The Enlarged Group will utilise the cash resources from the disposal of Inca to accelerate growth, both organically and by further acquisitions in the business and technology sector.

The Enlarged Group's strategy will also be to:

- accelerate the investment in 1Spatial's Imperium, GIS Market Strategic Relationships and Socium
- extend the location supply chain capability to offer location enabled decision making to the Business Intelligence market; and
- optimise the Storage Fusion Business as part of Avisen's existing Performance Management services.

Sub-division of shares, renewal of authority to allot shares and disapplication of pre-emption rights

The Existing Avisen Shares are currently trading on AIM at a price below their nominal value of £0.05 per share. The mid-market price of the Avisen Shares as at the Close of Business on 12 October 2011 was £0.04. The issue of new shares by a public company at a price below their nominal value is prohibited by the Act. Accordingly, without a capital reorganisation, the Company is currently unable to issue new shares.

The Company intends to issue New Avisen Shares to 1Spatial Shareholders in connection with the Proposal, accordingly the Board are seeking shareholders' authority to allot new ordinary shares, to disapply pre-emption rights and to implement a reorganisation of the Company's share capital to facilitate such an issue.

To give effect to the reorganisation of the Company's share capital, the current Articles will need to be amended to make consequential changes. This amendment will also require shareholders' approval at the General Meeting.

Details of the proposed Sub-division of the Company's ordinary share capital and consequential proposed amendments to the Articles are set out in paragraphs 5 and 6 below.

Further information on Avisen is contained in Part III of the Scheme Document and financial information on Avisen is contained in Part VIII of the Scheme Document. **Shareholders are strongly advised to read the Scheme Document in full.**

Information on 1Spatial

1Spatial's market is the world's national mapping and charting agencies. They solve the data management and quality challenges faced by these customers. They enable them to respond to real world change and ensure their products are up to date by automating data generalisation and map production. This allows them to deliver information on demand.

1Spatial builds solutions based on best-of-breed technologies from Safe Software, Latitude Geographics, Trimble GeoSpatial and Pitney Bowes Business Insight to name a few. They integrate 1Spatial technology into these solutions, supporting capture and protection of business knowledge in an agile, rule-based environment. 1Spatial make sure their customers get the most they can from their GIS and location data. The use of their rules-based technology ensures that quality data is integrated effectively into daily business operations, whilst improving performance.

1Spatial SaaS Limited is revolutionising the quality of spatial data by offering a new, flexible, low cost and easy to use route to its technology via the Cloud. This Software as a Service offering has been well trialed and provides 1Spatial's rapidly growing customer base with a fast and effective path for managing their data quality in this challenging economic environment.

1Spatial's IP is managed and developed by 1Spatial Technologies Limited. This group is working to establish strategic partnerships with key players in the GIS market to provide easier access to their high performance technologies, whilst constantly searching for innovative ways to apply their technology to the ever-changing challenges faced by their customers and sector.

ISpatial operates around the world, with headquarters in Cambridge, UK and offices in Ireland and Australia.

Further information on ISpatial is set out in paragraphs 4 and 5 of Part I of the Scheme Document. **Shareholders are strongly advised to read the Scheme Document in full.**

Strategy of the Enlarged Group

The Avisen Directors and Proposed Directors intend to create shareholder value both through further acquisitions and organic growth. The Avisen Directors and the Proposed Directors will be focused on acquiring additional businesses that either extend the customer base of Avisen's and ISpatial's current offering or provide complementary services and support that can be delivered to the current client base or sold through its sales channels.

The Enlarged Group's strategy will be to:

- utilise the cash resources of Avisen in order to accelerate the growth of the Enlarged Group both organically and by further acquisitions in the existing Avisen and ISpatial business sectors;
- accelerate the investment in ISpatial's Imperium, GIS Market Strategic Relationships and Socium;
- extend the location supply chain capability to offer location enabled decision making to the Business Intelligence market; and
- optimise the Storage Fusion Business as part of Avisen's existing performance management services.

Further information on ISpatial and the strategy for the Enlarged Group is set out in Parts I and III of the Scheme Document. Shareholders are advised to read the Scheme Document in full.

4. BOARD CHANGES

Following the Scheme becoming effective, I will resign as a non-executive chairman of Avisen and take on the role as a non-executive director and Jonathan Hill will step down from the Avisen Board and remain an employee.

In addition, following the Scheme becoming effective Nic Snape will be appointed Managing Director, Dr. Mike Sanderson appointed Director of Strategic Development and Steve Berry appointed as Non-Executive Chairman to the Enlarged Group.

Marcus Hanke will continue to lead the Enlarged Group in his role as Chief Executive Officer, Claire Milverton will act as Chief Financial Officer and Marcus Yeoman will remain as a non-executive director.

A brief summary of the biographies of Nic Snape, Dr. Mike Sanderson and Steve Berry are set out below:

Nic Snape (Aged 54), Proposed Managing Director

Nic has nearly 30 years' experience in IT, over 20 years' in spatial data marketing, operations and business development, including over 12 years' international experience gained in Canada and Malaysia. Nic joined ISpatial in 2001. Nic has a successful track record in high value international sales pursuits and the management of international partners, running the Land Registry campaign in Eire and the OSGB Phoenix Competitive Dialogue process. Nic took over as CEO of ISpatial in January 2010 to lead the more focussed business approach and in October 2011 led the successful reverse acquisition of IQ Holdings to achieve an AIM listing as ISpatial Holdings plc. In spring 2011, Nic negotiated and completed the acquisition of Lagen Spatial Pty Limited, a small Australian software reseller and services company which provides a firm foundation to capitalise on the market opportunity in Asia Pacific.

Dr. Mike Sanderson (Aged 60), Proposed Director of Strategic Development

Mike led ISpatial between 2001 and December 2009. Within 2 months he down-sized the organisation and re-organised the management team. Mike came into ISpatial with a vision to realise the value locked in the core products and by working closely with the development team has inspired them to take on this challenge. Mike's background is large multinational software companies such as ICL and Oracle, with particular emphasis on the water industry. Mike has previous experience in the location sector, running Genasys in the mid-1990s. With over 12 years' business process experience in scientific and engineering functions within the water industry he has applied this to a variety of roles in IT. He

is a Visiting Lecturer at Warwick University's Management School and Visiting Research Fellow at Leeds University Business School and a Fellow of the British Computer Society. Mike's strengths and his motivation are thinking about new ways to exploit 1Spatial's IP and his role as Director of Strategic Development enables him to focus on the next phase of 1Spatial's strategic development, in particular its strategy to exploit the INSPIRE data sharing initiative and to leverage location in the Business Intelligence space.

Steve Berry (Aged 57), Proposed Non-Executive Chairman

Steve has over 30 years' international business experience that includes starting and floating various companies and holding executive and non-executive directorships, including Unison Capital Holdings, one of Japan's largest private equity companies. He is currently Executive Chairman of Waterbridge Capital Ltd., a venture capital management company, focussed on technology and security small cap growth companies. Steve's background is in finance; working previously in the global capital and securities markets for over 10 years in New York, London and Tokyo for Bankers Trust Company. This period in international banking was followed by private company venturing, a focus that is retained to the present day.

Steve gained an MBA from Harvard Business School in 1979 and a BSc in Economics from the Wharton School of the University of Pennsylvania in 1976.

The Proposed Directors hold the following directorships and are partners in the following partnerships and have held the following directorships and been partners in the following partnerships within the five years prior to the date of this document:

Name	Current	Previous
Nic Snape	1Spatial Holdings Plc 1Spatial Group Limited 1Spatial SAAS Limited 1Spatial Scotland Limited 1Spatial Technologies Limited Lagen Spatial Pty Limited	Laser-Scan Engineering Limited

Name	Current	Previous
Dr. Mike Sanderson	1Spatial Holdings Plc 1Spatial Group Limited 1Spatial AS (Norway) 1Spatial Scotland Limited Aon Spasuil Limited (Ireland)	1Spatial Technologies Limited 1Spatial Belgium SA 1Spatial Technologies Limited (Ireland) Laser-Scan Engineering Limited FSR Limited 1Spatial SAAS Limited

Name	Current	Previous
Steve Berry	1Spatial Holdings Plc 1Spatial Group Limited Controlled Thought Limited Doveblue Limited Faber Brent Limited Still First Limited Gossiptel Limited Qtara Limited Waterbridge Capital Limited Waterbridge International Limited Waterbridge Marketing Limited Auto Clubs International Limited Aappro Limited Inpro Limited Planet Yomp Limited Nearworld Investments Limited Voneti Limited International Watch Fairs Limited Golden Orb Networks Limited TG Support Limited	TG Support Limited Yeoman Group plc Unison Capital Group Limited Bonnie's Fund Limited IDesk Systems Limited Call UK Limited IDesk Group Limited VOIP Systems Limited IDesk Plc IDesk Technical Services Ltd

Dr Mike Sanderson was a director of Laser-Scan Limited, which was placed in administration by its then owners in June 2003.

Save as disclosed above, as at the date of this document no Proposed Director:

- has any unspent convictions in relation to any indictable offences; or
- has been bankrupt or entered into an individual voluntary arrangement; or
- was a director of any company at the time of or within 12 months preceding any receivership, compulsory liquidation, creditors voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with that company's creditors generally or with any class of its creditors; or
- has been a partner in a partnership at the time of or within 12 months preceding any compulsory liquidation, administration or partnership voluntary arrangement of such partnership; or
- has had his assets the subject of any receivership or has been a partner of a partnership at the time of or within 12 months preceding any assets thereof being the subject of a receivership; or
- has been subject to any public criticism by any statutory or regulatory authority (including any recognised professional body) nor has ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of a company.

5. SUB-DIVISION OF SHARES

The nominal value of each Existing Avisen Share of £0.05 each is above the current market price. As a matter of company law, a public company is not permitted to issue shares at a discount to their nominal value. The Board therefore proposes to sub-divide and convert each Existing Avisen Share into one New Avisen Converted Share (with a nominal value of £0.01 each) and one Deferred Share (with a nominal value of £0.04 each).

New Avisen Converted Shares

Immediately following the Sub-division, each shareholder will hold one New Avisen Converted Share and one Deferred Share in place of every one Existing Avisen Share previously held in the capital of the Company. The rights attaching to the New Avisen Converted Shares will in all material respects be the same as the rights attaching to the Existing Avisen Shares and there will be the same number of such shares as there are Existing Avisen Shares presently in issue. Accordingly, holders of New Avisen Converted Shares will have the right to participate in dividends and other distributions made by the Company, and to receive notice of, attend and vote at every general meeting of the Company. On liquidation, holders of New Avisen Converted Shares will continue to be entitled to participate in the assets available for distribution pro-rata to the amount credited as paid up on such shares (excluding any premium).

Deferred Shares

The Deferred Shares will not carry voting rights or a right to receive a dividend. The holders of Deferred Shares will not have the right to receive notice of any general meeting of the Company, nor have any right to attend, speak or vote at any such meeting. The Deferred Shares will also be incapable of transfer (other than to the Company). In addition, holders of Deferred Shares will only be entitled to a payment on a return of capital or on a winding up of the Company after each of the holders of New Avisen Converted Shares has received a payment of £1,000,000 in respect of each New Avisen Converted Share. Accordingly, the Deferred Shares will have no economic value. No application will be made for the Deferred Shares to be admitted to trading on AIM nor to trading on any other stock or investment exchange.

The Company does not intend to issue new share certificates to the holders of the New Avisen Converted Shares and Deferred Shares following the Sub-division. Existing share certificates will remain valid.

6. NEW ARTICLES OF ASSOCIATION

In connection with the Sub-division, the Company also proposes to amend its current Articles to include the rights and restrictions attaching to the New Avisen Converted Shares and the Deferred Shares, as set out above. The Company also proposes to remove the authorised share capital clause from the Articles as permitted by the Act.

7. UNDERTAKINGS TO VOTE IN FAVOUR OF THE RESOLUTIONS

Undertakings have been received from each of the Avisen Directors to vote or procure the vote in favour of the Resolutions in respect of their entire beneficial holdings of Avisen Shares amounting, in aggregate, to 34,592,682 Avisen Shares (representing approximately 15.3 per cent of the existing issued share capital of Avisen).

In addition, Avisen has received undertakings from certain Avisen Shareholders to vote or procure the vote in favour of the Resolutions in respect of their entire beneficial holdings of Avisen Shares amounting, in aggregate, to 30,319,266 Avisen Shares (representing approximately 13.4 per cent of the existing issued share capital of Avisen).

In aggregate, Avisen has received undertakings to vote in favour of the Resolutions in respect of 64,911,948 Avisen Shares, representing approximately 28.6 per cent of the existing issued share capital of Avisen.

8. RISK FACTORS

The attention of Shareholders is drawn to the potential risks for the Enlarged Group as set out in the section headed "Risk Factors" in Part V of the Scheme Document.

9. FURTHER INFORMATION

Further information on the Proposal is contained in the Scheme Document which Shareholders are recommended to read in full.

Copies of this document are available at Brown Rudnick LLP during normal business hours and from the Company's website at www.avisen.com.

10. GENERAL MEETING

Set out at the end of this document is a notice convening the General Meeting to be held at the offices of Brown Rudnick LLP at which the following Resolutions will be proposed for the following purposes:

1. to sub-divide the share capital;
2. to adopt the new articles of association;
3. to authorise the Directors to allot and issue Avisen Shares, under section 551 of the 2006 Act (i) pursuant to the Scheme and on the terms and subject to the Conditions set out in the Scheme Document and (ii) generally.

The attention of Shareholders is also drawn to the voting intentions of the Directors and connected parties as set out in the paragraph entitled "Recommendation" below.

11. ACTION TO BE TAKEN

Set out at the end of this document, you will find a notice convening a General Meeting to be held at the offices of Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ at 10.00 a.m. on 7 November 2011 to consider and, if thought fit, approve the Resolutions.

Shareholders will find enclosed with this document a Form of Proxy for use in connection with the General Meeting. Whether or not Shareholders intend to be present at the General Meeting, they 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 as to be received by the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not later than 10.00 a.m. on 3 November 2011. Completion of the Form of Proxy will not preclude a member from attending and voting in person.

12. RECOMMENDATION

The Directors believe that the Proposal is in the best interests of the Company and its Shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of the Resolutions, as those of them who are Shareholders intend to do in respect of their own beneficial interests, which in aggregate amount to 34,592,682 Avisen Shares, representing approximately 15.3 per cent, of the current issued share capital of the Company.

Yours sincerely

MARK BATTLES

Chairman

for and on behalf of the Directors

NOTICE OF GENERAL MEETING

Avisen plc

(Registered in England and Wales under company No: 5429800)

NOTICE IS HEREBY GIVEN that a General Meeting of Avisen plc (the “Company”) will be held at the offices of Brown Rudnick LLP, 8 Clifford Street, London W1S 2LQ at 10.00 a.m. on 7 November for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions and special resolutions as set out below (the “Resolutions”):

Ordinary Resolutions

1. THAT, conditional upon the passing of resolution 2, in substitution for all existing and unexercised authorities, and subject to and conditional upon the proposed acquisition by the Company of the entire issued and to be issued share capital of ISpatial (the “Acquisition”), whether implemented by way of a scheme of arrangement pursuant to Part 26 of the Companies Act 2006 (“2006 Act”) or takeover offer, substantially on the terms and subject to the conditions as set out in the scheme document to shareholders of ISpatial dated 13 October 2011 (the “Scheme Document”), becoming effective in the case of a scheme of arrangement or unconditional in terms of a takeover offer, the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 551 of the 2006 Act to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £2,383,258.02 provided that this authority shall be limited to:
 - (i) the allotment of approximately 122,069,402 New Avisen Shares with a nominal value of £0.01 pursuant to the terms of the Acquisition (such shares having a nominal value of £0.01 each in the capital of the Company following the Sub-division) on the terms and subject to the conditions set out in the Scheme Document; and
 - (ii) the allotment of New Avisen Shares up to an aggregate nominal value of £1,162,564.

The authorities conferred by this resolution shall expire on the earlier of the conclusion of the next annual general meeting of the Company (unless previously renewed, varied or revoked by the Company in general meeting) or the expiry of 12 months from the passing of this Resolution, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the authority conferred hereby has expired (and in this resolution the expression “relevant securities” and reference to the allotment of relevant securities shall bear the same respective meanings as in sections 549 and 551(1) of the 2006 Act).

Special Resolutions

2. THAT, each of the existing ordinary shares of £0.05 each in the capital of the Company be sub-divided into and redesignated as one ordinary share of £0.01, having the same rights and being subject to the same restrictions as the existing ordinary shares, and one deferred share of £0.04 having the rights and being subject to the restrictions set out in the articles of association of the Company amended as follows:
 - (a) by the addition in Article 2 of the definition:

“**Deferred Shares**” means deferred shares of £0.04 in the capital of the Company
 - (b) by the addition of a new Article 4A as follows:

4A Deferred Shares

The Deferred Shares shall have attached to them the following rights and restrictions:

4A.1 Dividends

The Deferred Shares shall not entitle the holders thereof to receive any dividend or other distribution.

4A.2 Voting

The Deferred Shares shall not entitle the holders thereof to receive notice of or to attend or vote at any general meeting of the Company.

4A.3 Return of capital

On a return of capital on a winding up the holders of Deferred Shares shall only be entitled to receive the amount paid up on such shares after the holders of the ordinary shares have received the sum of £1,000,000 for each ordinary share held by them and shall have no other right to participate in the assets of the Company.

4A.4 Transfer

The Company is authorised at any time:

- (a) to appoint a person to execute on behalf of the holders of the Deferred Shares a transfer and/or an agreement to transfer the same, without making any payment to the holders thereof and persons so entitled, to such persons as the Company may determine as holder thereof beneficially entitled thereto;
- (b) pending any such transfer not to issue certificates for the Deferred Shares.

4A.5 Variation of rights

Neither:

- (1) the passing by the Company of any resolution for a reduction of capital involving the cancellation of the Deferred Shares without any repayment of capital in respect thereof, or a reduction of share premium account, or the obtaining by the Company or the making by the court of an order confirming any such reduction of capital or share premium account or the making effective of such order; nor
- (2) the purchase by the Company in accordance with the provisions of the 2006 Act of any of its own shares or other securities or the passing of a resolution to permit any such purchase;

shall constitute a variation or abrogation of the rights attaching to the Deferred Shares.

4A.6 Further issues

The rights conferred by the Deferred Shares shall not be varied or abrogated by the creation or issue of further shares ranking *pari passu* with or in priority to the Deferred Shares.

- (c) by the deletion of Articles 4 and 5 and the insertion in place of Article 4 of the following:

4 The share capital of the company is divided into ordinary shares of £0.01 each and Deferred Shares of £0.04 each

- (d) by the deletion of clause 6 in the memorandum of association and now forming part of the articles of association.

3. That subject to and conditional on the passing of resolutions 1 and 2, the Directors be empowered, pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with the allotment of securities pursuant to the terms of the Acquisition; and
- (b) otherwise than pursuant to paragraph (a) of this Resolution 3, up to an aggregate nominal amount of £174,384,

and that this authority shall expire 12 months from the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, 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 any such offer or agreement as if this power had not expired.

BY ORDER OF THE BOARD

Mark Battles

Non-Executive Chairman

Registered Office
Sterling House
20 Station Road
Gerrards Cross
SL9 8EL

13 October 2011

Notes:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company.
2. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in paragraph 11 below) does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote in respect of a particular resolution, then your proxy's vote if he or she makes one, will not be counted.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
5. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
6. To be valid any proxy form or other instrument appointing a proxy must be:
 - completed and signed;
 - sent or delivered to Capita Registrars, PXS, The Registry, 34 Beckenham, Kent, BR3 4TU; and
 - received by Capita Registrars no later than 10.00 a.m. on 3 November 2011.
7. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
8. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
9. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
10. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 7 November 2011 at 10.00 a.m. and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Capita Registrars Limited

(CREST Participant ID: RA10), no later than 48 hours before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Regulations.

12. Only those members entered on the register of members of the Company at 6.00 p.m. on 4 November 2011 or, in the event that this meeting is adjourned, in the register of members as at 6.00 p.m. on the day two days before the date of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after 6.00 p.m. on 4 November 2011 or, in the event that this meeting is adjourned, in the register of members after the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
14. Copies of the directors' service contracts and letters of appointment are available for inspection at the registered office of the Company during normal business hours on any business day and will be available for inspection at the place where the meeting is being held from 15 minutes prior to and during the meeting.

