

AVISEN PLC
(the "Company")

(Registered and incorporated in England and Wales with Company number 05429800)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at the offices of Strand Hanson Limited, 26 Mount Row, London W1K 3SQ on 8 September 2010 at 12 noon for the following purpose:

Ordinary Resolutions

To consider and if thought fit, to pass the following Resolutions each of which will be proposed as an Ordinary Resolution:

1. To receive the Company's annual accounts for the financial year ended 31 January 2010 together with the last directors' report and the auditors' report on those accounts.
2. To re-elect Marcus Yeoman as a director of the Company.
3. To elect Jonathan Hill as a director of the Company, being a director appointed since the last AGM.
4. To elect Claire Milverton as a director of the Company, being a director appointed since the last AGM.
5. To elect Mark Battles as a director of the Company, being a director appointed since the last AGM.
6. To reappoint Horwath Clark Whitehill LLP as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company at a remuneration to be determined by the directors.
7. THAT, in accordance with section 551 of the Companies Act 2006 (the "**2006 Act**") the Directors of the Company be and are generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution) up to an aggregate nominal amount of £3,754,487 (representing approximately one third of the Company's current issued share capital), provided that this authority, unless duly renewed, varied or revoked by the Company, will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and, the Directors may allot Relevant Securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot relevant securities under section 551 of the 2006 Act but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

Special Resolutions

To consider and, if thought fit, to pass Resolutions 8, 9 and 10 which will be proposed as Special Resolutions:

8. THAT, subject to the passing of Resolution 7, the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, pursuant to the authority

conferred by Resolution 7, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- 8.1 the allotment of equity securities in connection with an offer by way of a rights issue:
 - 8.1.1 to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - 8.1.2 to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any applicable regulatory body or stock exchange;
- 8.2 the allotment (otherwise than pursuant to sub-paragraph 8.1 above) of equity securities up to an aggregate nominal amount of £563,173 representing approximately 5 per cent. of the Company's current issued share capital;

provided that the power granted by this resolution will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and, the Directors may allot equity securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

9. THAT, the Company is generally and unconditionally authorised for the purposes of section 701 of the 2006 Act, to make market purchases (within the meaning of section 693(4) of the 2006 Act) of any of its ordinary shares of £0.05 each on such terms and in such manner as the directors may from time to time determine provided that:
 - 9.1 the maximum number of ordinary shares which can be purchased under this authority is 22,526,919 representing approximately 10% of the issued share capital of the Company as at the date hereof (30 July 2010), such limit to be reduced by 3,500,000 ordinary shares on completion of the off-market purchase pursuant to the authority conferred by Resolution 10 below;
 - 9.2 the minimum price which may be paid for any such ordinary share is £0.05, exclusive of the expenses of the purchase (if any) payable by the Company;
 - 9.3 the maximum price, exclusive of the expenses of the purchase (if any) payable by the Company, which may be paid for any such ordinary share under this authority is an amount equal to 105% of the average of the middle marketing closing quotations for an ordinary share as derived from the AIM market of the London Stock Exchange plc for the five business days immediately preceding the day of purchase;
 - 9.4 unless previously renewed, varied or revoked by the Company, the authority hereby conferred will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution;
 - 9.5 the Company may make a contract or contracts to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will or may

be executed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such contract; and

- 9.6 all existing authorities for the Company to make market purchases of its own ordinary shares are revoked, except in relation to the purchase of shares under a contract or contracts concluded before the date of this resolution and which has or have not yet been executed.
10. THAT, the terms of a conditional call option agreement entered into between the Company and Odette McMahon on 14 July 2010 (the "**Call Option Agreement**") for the off-market purchase by the Company of 3,500,000 ordinary shares of £0.05 each in the capital of the Company be and are hereby approved for the purposes of section 694 of the 2006 Act and the Company be and is authorised to enter into all and any trades which may be effected or made from time to time under or pursuant to the terms of the Call Option Agreement for the off-market purchase by the Company of its ordinary shares of £0.05 each (such ordinary shares to be held in treasury by the Company following their purchase) provided that:
- 10.1 the authority conferred by this resolution shall expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, unless such authority is renewed, varied or revoked by the Company prior to that time (except in relation to the purchase of ordinary shares under any trade effected or made before the expiry of such authority and which might be completed wholly or partly after such expiry); and
- 10.2 ordinary shares purchased pursuant to this authority will reduce the number of shares that the Company may purchase under the general authority granted under Resolution 9 above.

BY ORDER OF THE BOARD
Mark Battles
Interim Non-Executive Chairman

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

30 July 2010

Explanatory Notes:

Entitlement to attend and vote

1. Only those shareholders registered in the register of members of the Company as at 6pm on 6 September 2010 or, if this Meeting is adjourned, at 6pm on the day two days prior to the adjourned Meeting shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after 6pm on 6 September 2010 or, if this Meeting is adjourned, at 6pm on the day two days prior to the adjourned Meeting, shall be disregarded in determining the rights of any person to attend or vote at this Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to more than one share. To appoint more than one proxy please refer to the notes on the Form of Proxy.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU; and
 - received by Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU no later than 12 noon on 6 September 2010.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, telephone: 0871 664 0300 (Calls cost 10p per minute plus network extras. Lines are open Monday-Friday, 8.30 a.m. to 5.30 p.m.)

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.

Termination of proxy appointments

8. In order to revoke a proxy instruction you will need to inform the Company using the following method:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU no later than 12 noon on 6 September 2010.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy 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. .

Communication

9. Except as provided above, shareholders who have general queries about the Meeting should use the following means of communication:

- calling Capita Registrars on 0871 664 0300 (calls cost 10p per minute plus network extras. Lines are open Monday-Friday, 8.30 a.m. to 5.30 p.m.); or
- by email to ssd@capitaregistrars.com

You may not use any electronic address provided in any documentation to communicate with the Company for any purposes other than those expressly stated.

CREST electronic proxy appointment service

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting to be held on 8 September 2010 at 12 noon 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 Uncertificated Securities Regulations 2001.

Documents on display

11. The following documents will be available for inspection at the registered office of the Company on any weekday (excluding public holidays) during normal office hours from the date of this Notice until the time of the Meeting and for at least 15 minutes prior to the Meeting and during the Meeting:

- A copy of the memorandum and articles of association.
- A copy of the Call Option Agreement entered into between the Company and Odette McMahon.

Definition of Relevant Securities

10. Shares in the Company other than shares allotted pursuant to:

- an employee share scheme (as defined by section 1166 of the 2006 Act);
- a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
- a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.

Any right to subscribe for or convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.