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**Recommended proposal for the acquisition of Xploite plc (“Xploite”) by Avisen plc (“Avisen”) to be implemented by means of a Scheme of Arrangement (the “Scheme”)**

**Scheme Effective**

Xploite and Avisen are pleased to announce that, at the Reduction Court Hearing held today, the Court confirmed the capital reduction required by the Scheme. Accordingly, following delivery to the Registrar of Companies of the Reduction Court Order, the Scheme has now become effective and fully operative in accordance with its terms.

Accordingly, Xploite has become a wholly-owned subsidiary of Avisen. Avisen has issued and allotted 3.6 New Avisen Shares for each Xploite Share held by Xploite Shareholders on the Xploite register at 6.00 p.m. on 26 April 2010.

Cancellation of the Xploite Shares from trading on AIM will be effective from 7.00 a.m. on 28 April 2010 and application has been made for admission of 82,813,525 New Avisen Shares to trading on AIM with effect from 8.00 a.m. on 28 April 2010. Following admission of the New Avisen Shares, which will rank *pari passu* in all respects with the existing Avisen Shares in issue, Avisen’s total issued share capital will comprise 224,613,453 ordinary shares of 5p each. This figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, securities of Avisen.

CREST accounts will be credited with New Avisen Shares on 28 April 2010 and share certificates in respect of New Avisen Shares will be despatched no later than 11 May 2010.

In accordance with Rule 19.11 of the City Code, a copy of this announcement will be published on Xploite’s website at [www.xploite.co.uk](http://www.xploite.co.uk) and Avisen’s website at [www.avisenplc.com](http://www.avisenplc.com).

For further information please contact:

<b>Xploite plc</b> Ian Smith (Chief Executive Officer) Robert Arrowsmith (Chief Financial Officer)	0870 737 2001
<b>Brewin Dolphin Investment Banking (financial adviser to Xploite)</b> Matt Davis Neil McDonald	0845 213 1000
<b>Hansard Communications (PR adviser to Xploite)</b> Justine James Adam Reynolds	020 7245 1100
<b>Avisen plc</b> Marcus Hanke (Chief Executive Officer)	0870 880 2978
<b>Zeus Capital Limited (financial adviser to Avisen)</b> Ross Andrews Nick Cowles	0161 831 1512
<b>Bishopsgate Communications (PR adviser to Avisen)</b> Robyn Samuelson Siobhra Murphy	020 7562 3355

## **Dealing Disclosure Requirements**

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any paper offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129."