



Notice of Annual General Meeting

MONITISE PLC (the “Company”)

Notice of Meeting

Notice is hereby given that the Annual General Meeting of Monitise plc will be held at 26 Southampton Buildings, Holborn Gate, London WC2A 1PB on 13 October 2009 at 10 am to consider and, if thought fit, pass the following resolutions, of which the resolutions numbered 1 to 9 will be proposed as Ordinary Resolutions and the resolutions numbered 10 to 12 will be proposed as Special Resolutions:

Ordinary Resolutions

- 1** THAT the Company's report and audited financial statements and the reports of the Directors and Auditors for the year ended 30 June 2009 now laid before this meeting be and are hereby approved.
- 2** THAT Alastair Lukies be and is hereby re-elected as a Director of the Company.
- 3** THAT David Dey be and is hereby re-elected as a Director of the Company.
- 4** THAT Peter Radcliffe be and is hereby re-elected as a Director of the Company.
- 5** THAT Lee Cameron be and is hereby elected as a Director of the Company.
- 6** THAT PricewaterhouseCoopers LLP be and are hereby reappointed as Auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- 7** THAT the Board of Directors be and is hereby authorised to agree the remuneration of the Auditors.
- 8** THAT the Directors' Remuneration Report on pages 15 and 16 of the Annual Report be and is hereby approved.
- 9** THAT in accordance with section 551 of the Companies Act 2006 (the “2006 Act”):
 - 9.1** the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £1,379,498 provided that this authority (unless previously revoked, varied or renewed) shall expire on the date 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 such an offer or agreement as if the authority conferred hereby had not expired; and
 - 9.2** in addition to the authority granted pursuant to sub-paragraph 9.1 above, the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities up to an aggregate nominal amount of £1,379,498 in connection with a rights issue offered to holders of equity securities and other persons who are entitled to participate in proportion (as nearly as may be) to their then holdings of equity securities (or, as appropriate, the numbers of such securities which such other persons are for those purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may feel necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body of, or any stock exchange in, any territory and provided that this authority (unless previously revoked, varied or renewed) shall expire on the date 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 such an offer or agreement as if the authority conferred hereby had not expired.

This authority is in substitution for any and all authorities previously conferred upon the Directors for the purposes of section 551 of the 2006 Act or section 80 of the Companies Act 1985, without prejudice to any allotments made pursuant to the terms of such authorities.

Special Resolutions

10 THAT, conditionally upon the passing of the Resolution numbered 9 above, in accordance with section 570 of the 2006 Act, the Directors be and they are hereby given power for the period commencing on and with effect from the date of adoption of this Resolution and (unless previously revoked, varied or renewed) expiring on the earlier of 30 December 2010 and the date of the next Annual General Meeting of the Company to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by the Resolution numbered 9 above and to sell treasury shares as if section 561 of the 2006 Act did not apply to such allotment or sale provided that this power shall be limited to:

10.1 the allotment or sale of equity securities for cash in connection with or pursuant to an offer to the holders of equity securities and other persons entitled to participate in proportion (as nearly as may be) to their then holdings of equity securities (or, as appropriate, the numbers of such securities which such other persons are for those purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may feel necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body of, or any stock exchange in, any territory; and

10.2 the allotment (otherwise than pursuant to sub-paragraph 10.1 hereof) or sale of equity securities for cash up to a maximum nominal value of £206,925 save that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted or sold after such expiry and the Directors may allot or sell equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

11 THAT the Company be generally authorised pursuant to section 701 of the 2006 Act to make market purchases (as defined in section 693(4) of the 2006 Act) of its ordinary shares PROVIDED THAT:

11.1 the Company does not purchase under this authority more than 41,384,939 ordinary shares;

11.2 the Company does not pay for each such ordinary share less than the nominal amount of such ordinary share at the time of purchase; and

11.3 the Company does not pay for each such ordinary share more than 5% above the average of the closing mid-market prices of the ordinary shares for the five business days immediately preceding the date on which the Company agrees to buy the shares concerned, based on the share prices published in the Daily Official List of the London Stock Exchange or the AIM supplement thereto.

The authority conferred by this Resolution shall (unless previously revoked, varied or renewed) expire on the earlier of 30 December 2010 and the date of the next Annual General Meeting of the Company except that the Company may before such expiry make a contract to purchase ordinary shares 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, as if such authority had not expired.

12 THAT:

12.1 the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company Articles of Association; and

12.2 the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purposes of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

Lee Cameron

Secretary

17 September 2009

Registered Office:
Providian House
16-18 Monument Street
London
EC3R 8AJ

NOTES

- 1 Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions has been sent to shareholders at the same time as this notice.
- 2 The appointment of a proxy will not prevent a member from subsequently attending and voting at the Annual General Meeting in person.
- 3 To be effective the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) deposited at the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL not less than 48 hours before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, or (b) lodged using the CREST Proxy Voting Service – see Note 9 below.
- 4 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 5 The statement of the rights of shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.
- 6 There are available for inspection at the registered office of the Company during usual business hours on any week day (Saturdays, Sundays and public holidays excepted) and there will be available for inspection at the place of the Annual General Meeting from at least fifteen minutes prior to and until the conclusion of the Annual General Meeting:
 - (a) A copy of the proposed new articles of association of the Company, together with a copy of the existing articles of association of the Company marked to show the changes being proposed.
 - (b) Copies of the service contracts of executive directors of the Company.
 - (c) Copies of the letters of appointment of the non-executive directors of the Company.
- 7 Holders of ordinary shares are entitled to attend and vote at the Annual General Meeting of the Company. The total number of issued ordinary shares in the Company on 16 September 2009, which is the latest practicable date before the publication of this document, is 413,849,393. On a vote by show of hands every member who is present in person or by proxy shall have one vote. On a poll vote every member who is present in person or by proxy shall have one vote for every ordinary share of which he is the holder.
- 8 Entitlement to attend and vote at the meeting, and the number of votes which may be cast thereat, will be determined by reference to the Company's Register of Members at 6.00 pm on 11 October 2009 or, if the meeting is adjourned, at 6.00 pm on the day two days before the date fixed for the adjourned meeting (as the case may be). In each case, changes to the Register of Members after such time will be disregarded.
- 9 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this Annual General Meeting and any adjournment 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 sponsor or voting service provider 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 CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy, the revocation of a proxy appointment or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to the appointee by other means.

CREST members, and where applicable their CREST sponsors or voting service providers, should note that CRESTCo 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 sponsors or voting service providers, 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.

- 10 A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

MONITISE PLC

Explanation of Annual General Meeting Business

This explanatory note gives further information in relation to the resolutions listed in the enclosed notice of the 2009 Annual General Meeting of the Company.

Resolution 1 – Receipt of Company Accounts

The Directors must lay the Company's accounts, the Directors' report and the Auditors' report before the shareholders at a General Meeting. This is a legal requirement after the Directors have approved the accounts and the Directors' report and the Auditors have prepared their report.

Resolutions 2 to 5 – Election and Re-election of Directors

Although the Company is not bound to adhere to the Combined Code on Corporate Governance (the "Combined Code"), the Board of Directors has decided that, in the interests of maintaining the highest standards of corporate governance, the Company will endeavour to comply with the Combined Code as far as possible.

Therefore, in accordance with the Combined Code and the provisions of the Company's Articles of Association, all Directors of the Company who have been appointed since the last AGM, and all other Directors on a regular basis as set out in the Company's Articles of Association, seek election (or re-election as the case may be) by the shareholders.

Resolution 2 – Re-election of Mr Alastair Lukies

CEO and co-founder (aged 35) – Alastair co-founded the Monitise business and is the Chief Executive Officer of the Company. Alastair has a proven track record as an entrepreneur. Prior to conceiving, financing and successfully building Monitise, he was a co-founder of epolitix.com, the portal for Westminster, Whitehall and the devolved institutions.

Resolution 3 – Re-election of Mr David Dey

Senior Non-Executive Director (aged 71) – David had a long career with IBM in the US, France and the UK, following which he joined The Plessey Company as Head of Telecoms Division. He was on the Board of Directors of British Telecom for four years before founding Energis. For the past eleven years, David has chaired a number of start-up companies in telecoms, software and other industry sectors.

Resolution 4 – Re-election of Mr Peter Radcliffe

Non-Executive Director (aged 59) – Peter has held senior positions in four FTSE 100 and Fortune 250 bank and IT companies. Peter's entrepreneurial responsibilities covered global and regional territories, with a period of two years spent in Hong Kong as Managing Director of First Data Asia Pacific. Over the past eight years, Peter has been involved with the Centre for Entrepreneurship at the London Business School, investing in and mentoring the MBA students and London Business School alumni. He is also a director of several other companies.

Resolution 5 – Election of Mr Lee Cameron

General Counsel (aged 38) – Lee Cameron is Company Secretary and General Counsel of Monitise. A solicitor, Lee brings over 10 years of in-house experience having previously been Legal Director at Morse plc where he was responsible for the Group's mergers and acquisitions, legal and HR departments and corporate governance. Lee started his legal career as a barrister.

Resolution 6 – Re-election of PricewaterhouseCoopers LLP as Auditors

The Board of Directors, on the recommendation of the Audit Committee, recommends the re-election of PricewaterhouseCoopers LLP as Auditors to hold office until the next meeting at which accounts are laid.

Resolution 7 – Remuneration of the Auditors

This resolution authorises the Board of Directors to agree the remuneration of the Auditors.

Resolution 8 – Directors’ Remuneration Report

This resolution approves the Directors’ Remuneration Report for the financial year ended 30 June 2009. The full text of the report is contained on pages 15 and 16 of the Company’s Annual Report and sets out the Company’s policy towards, and gives details of, Directors’ remuneration and other relevant information.

Resolution 9 – Authority to Allot Shares

The purpose of resolution 9 is to renew the Directors’ power to allot shares.

Section 551 of the Companies Act 2006 provides that the Board of Directors may not allot new shares (other than for employee share schemes) without shareholder approval.

Accordingly, resolution 9 in the Notice of Meeting will be proposed as an ordinary resolution to authorise the Directors (pursuant to Section 551 of the Companies Act 2006):

- (i) to allot ordinary shares of 1p each in the capital of the Company up to a maximum nominal amount of £1,379,498 being approximately one third of the nominal value of the ordinary shares in issue on 16 September 2009;
- (ii) in addition to the authority described above, to allot ordinary shares of 1p each in the capital of the Company up to a maximum nominal amount of £1,379,498 pursuant to a rights issue in respect of which all shareholders are entitled to participate as nearly as possible in proportion to their holding of shares in the Company at the time.

This authority is in line with guidance published by the Association of British Insurers Investment Committee in December 2008 in response to the particular recommendation of the Rights Issue Review Group that the overall allotment headroom that shareholders should normally be invited to approve be increased to two thirds of an issuer’s current issued share capital.

This authority (unless previously revoked, varied or renewed) will expire on the date of the next Annual General Meeting of the Company.

The Directors will exercise the authority to allot only when satisfied that it is in the interests of the Company to do so. They have no present intention of exercising the authority, except in connection with the issue of shares under the Company’s share option schemes.

Resolution 10 – Disapplication of Pre-emption Rights

Section 561 of the Companies Act 2006 confers on shareholders rights of pre-emption in respect of the allotment of “equity securities” which are or are to be paid up in cash otherwise than by way of allotment to employees under an employees’ share scheme. The provisions of section 561 apply to the authorised but unissued ordinary shares of 1p each of the Company to the extent that they are not disapplied pursuant to section 570 of the Companies Act 2006. This authority also covers the sale of treasury shares (should the Company elect to hold any) for cash.

It is proposed that the disapplication of these statutory pre-emption rights be approved, as a special resolution, to give the Directors power to allot shares without the application of these statutory pre-emption rights, first, in relation to rights issues and, secondly, in relation to the issue of ordinary shares of 1p each in the capital of the Company for cash up to a maximum aggregate nominal amount of £206,925

(representing approximately 5% of the nominal value of the ordinary shares in issue on 16 September 2009).

The authority will expire on the earlier of 30 December 2010 and the date of the next Annual General Meeting of the Company.

Resolution 11 – Purchase by the Company of its own Shares

The purpose of resolution 11 is to obtain the authority for the Company to purchase its ordinary shares. Under the Companies Act 2006 such an authority must first be sanctioned by an ordinary resolution of the Company in general meeting but current IPC guidelines require that any such authority should be sanctioned by special resolution.

Accordingly, resolution 11 in the Notice of Meeting will be proposed as a special resolution to authorise the Company to purchase a maximum of 41,384,939 ordinary shares (approximately equal to 10% of the Company's present issued ordinary share capital) on AIM at a price per share of not less than 1p and not more than 5% above the average of the middle market quotations for ordinary shares of the Company for the five business days immediately preceding the day of purchase. In order to maximise the benefit to be derived by the Company, it would be the Directors' intention that any purchases should be made at as low a price (within the limits specified in resolution 11) as they considered reasonably obtainable.

The authority will expire on the earlier of 30 December 2010 and the date of the next Annual General Meeting of the Company.

Pursuant to the Companies Act 2006, the Company can hold the shares which have been repurchased as treasury shares and either resell them for cash, cancel them (either immediately or at a point in the future) or use them for the purposes of its employee share schemes. The Directors believe that it is desirable for the Company to have this choice and therefore currently envisage holding any shares purchased under this authority as treasury shares. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future, and so provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares.

Shares will only be repurchased if the Directors consider such purchases to be in the best interests of shareholders generally and that they can be expected to result in an increase in earnings per share. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury).

If any shares repurchased by the Company are held in treasury and used for the purposes of its employee share schemes, so long as required under the guidelines of the Association of British Insurers Investment Committee, the Company will count those shares towards the limits on the number of new shares which may be issued under such schemes.

Purchases will not be made to the extent that they may affect the eligibility of the Company for continued listing on AIM and it is not the Board of Directors' current intention that the Company should stand in the market for any particular period or until any specified number of shares has been acquired.

The purchase of shares by the Company pursuant to these proposals will be a market purchase and thus made through AIM. This means that any shareholder selling shares, even if those shares are subsequently acquired by the Company, will not be subject to different tax considerations from those normally applying to a sale of shares in the market provided that the purchase by the Company is made exclusively through a market maker acting as principal. In that event, for shareholders who held their shares as an investment, the sale proceeds will normally be treated as capital and the normal capital gains tax rules will apply to those sale shares. There will normally be no liability to tax on income unless the shareholder's disposal is by way of trade.

Resolution 12 – Adoption of new articles of association

It is proposed in resolution 12 to adopt new articles of association (the “New Articles”) in order to update the Company’s current articles of association (the “Current Articles”) primarily to take account of the coming into force of the Companies (Shareholders’ Rights) Regulations 2009 (the “Regulations”) and the implementation of the final parts of the Companies Act 2006 with effect from 1 October 2009.

The principal changes introduced in the New Articles are summarised in the Appendix. Other changes, which are of a minor, technical or clarifying nature (or merely reflect changes made by the Regulations or to conform the language used in the New Articles with that used in the Companies Act 2006) have not been noted in the Appendix. The New Articles, showing all the changes to the Current Articles, are available for inspection as noted in the notes to the Notice of AGM.

APPENDIX

The Company's objects

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are currently contained in a company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This removes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are to be treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 12.1 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of the shareholders.

Change of name

Currently, a company can only change its name by special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

Authorised share capital and unissued shares

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

Redeemable shares

At present if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

Authority to purchase own shares, consolidate and sub-divide shares, and reduce share capital

Prior to the implementation of the Companies Act 2006, a Company required specific enabling provisions in its articles to purchase its own shares, to consolidate or sub-divide its shares and to reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly the relevant enabling provisions have been removed in the New Articles.

Provision for employees on cessation of business

The Companies Act 2006 provides that the powers of the directors of a company to make provision for a person employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary may only be exercised by the directors if they are so authorised by the company's articles or by the company in general meeting. The New Articles provide that the directors may exercise this power.

Use of seals

Prior to 1 October 2009 a company required authority in its articles to have an official seal for use abroad. After 1 October 2009 such authority will no longer be required. Accordingly the relevant authorisation has been removed in the New Articles.

The New Articles provide an alternative option for execution of documents (other than share certificates). Under the New Articles, when the seal is affixed to a document it may be signed by one authorised person in the presence of a witness, whereas previously the requirement was for signature by either a director and the secretary or two directors or such other person or persons as the directors may approve.

Suspension of registration of share transfers

The Current Articles permit the directors to suspend the registration of transfers. Under the Companies Act 2006 share transfers must be registered as soon as practicable. The power in the Current Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

Vacation of office by directors

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

Provisions which replicate statutory provisions

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the wording of the Companies Act 2006.

Statutory references

The opportunity has been taken to update certain statutory references in the Current Articles.

Renumbering

The numbering of the paragraphs in the New Articles reflects the removal of certain paragraphs from the Current Articles, as referred to above.

