

**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 14 October 2010 at 10 am to consider and, if thought fit, pass the following resolutions, of which the resolutions numbered 1 to 8 will be proposed as Ordinary Resolutions and the resolutions numbered 9 to 11 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 2010 now laid before this meeting be and are hereby approved.
2. THAT Duncan McIntyre be and is hereby re-elected as a Director of the Company.
3. THAT Colin Tucker be and is hereby re-elected as a Director of the Company.
4. THAT Elizabeth Buse be and is hereby elected as a Director of the Company.
5. 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.
6. THAT the Board of Directors be and is hereby authorised to agree the remuneration of the Auditors.
7. THAT the Directors’ Remuneration Report on pages 15 and 16 of the Annual Report be and is hereby approved.
8. THAT in accordance with section 551 of the Companies Act 2006 (the “2006 Act”):
  - 8.1 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 £2,310,506 provided that this authority (unless previously revoked, varied or renewed) shall expire on the earlier of 31 December 2011 and 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
  - 8.2 in addition to the authority granted pursuant to sub-paragraph 8.1 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 £2,310,506 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 earlier of 31 December 2011 and 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**

- 9.** THAT, conditionally upon the passing of the Resolution numbered 8 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 31 December 2011 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:
- 9.1** 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
- 9.2** the allotment (otherwise than pursuant to sub-paragraph 9.1 hereof) or sale of equity securities for cash up to a maximum nominal value of £693,152 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.
- 10.** 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:
- 10.1** the Company does not purchase under this authority more than 69,315,179 ordinary shares;
- 10.2** 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
- 10.3** the Company does not pay for each such ordinary share more than 5 per cent. 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 31 December 2011 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.
- 11.** THAT the Articles of Association of the Company be amended by adding a new paragraph 94 (the wording of which is set out in the Appendix to this Notice of Meeting) and by updating the table of contents, paragraph numbering and cross-referencing in the Company's Articles of Association accordingly.

By order of the Board

**Tom Spurgeon**  
*Secretary*

17 September 2010

*Registered Office:*  
Warnford Court  
29 Throgmorton Street  
London  
EC2N 2AT

## 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) Copies of the service contracts of executive directors of the Company.
  - (b) 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 2010, which is the latest practicable date before the publication of this document, is 693,151,793. 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 12 October 2010 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 which can be viewed at [www.euroclear.com/CREST](http://www.euroclear.com/CREST). 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 2010 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 4 – 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 practical.

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 Duncan McIntyre**

Chairman and Non-Executive Director (aged 51) – Duncan has substantial experience of developing and growing businesses. As Chief Executive Officer he built Morse plc from a small private company into a substantial plc and is currently Chairman of Technetix Limited and Profero Limited. He also has a number of other nascent technology business interests.

## **Resolution 3 – Re-election of Mr Colin Tucker**

Non-Executive Director (aged 65) – Colin has 30 years experience in the telecommunications and electronics industries. He was deputy chairman of Hutchison 3G and was technical director of Orange for ten years. Prior to joining the Monitise board in 2007, he was a board director of Morse plc. Colin is Chairman of the Audit Committee.

## **Resolution 4 – Election of Ms Elizabeth Buse**

Non-Executive Director (aged 49) – A member of the Executive Team and the Group Executive, International, for Visa Inc., Elizabeth has responsibility for overseeing Visa's global sales and client service functions across Asia Pacific, Central Europe, the Middle East and Africa. Previously, Elizabeth was the global head of product for Visa Inc., leading all aspects of product strategy, development and growth. Prior to this, she was executive vice president of product development and management for Visa USA.

## **Resolution 5 – 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 6 – Remuneration of the Auditors**

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

### **Resolution 7 – Directors’ Remuneration Report**

This resolution approves the Directors’ Remuneration Report for the financial year ended 30 June 2010. 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 8 – Authority to Allot Shares**

The purpose of resolution 8 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 8 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 £2,310,506 being approximately one third of the nominal value of the ordinary shares in issue on 16 September 2010;
- (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 £2,310,506, being approximately a further one third of the nominal value of the ordinary shares in issue on 16 September 2010, 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 earlier of 31 December 2011 and the date of the next Annual General Meeting of the Company.

### **Resolution 9 – 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 firstly 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 £693,152 (representing approximately 10 per cent. of the nominal value of the ordinary shares in issue on 16 September 2010).

The authority will expire on the earlier of 31 December 2011 and the date of the next Annual General Meeting of the Company.

### **Resolution 10 – Purchase by the Company of its own Shares**

The purpose of resolution 10 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 10 in the Notice of Meeting will be proposed as a special resolution to authorise the Company to purchase a maximum of 69,315,179 ordinary shares (approximately equal to 10 per cent. 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 per cent. 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 10) as they considered reasonably obtainable.

The authority will expire on the earlier of 31 December 2011 and the date of the next Annual General Meeting of the Company.

#### **Resolution 11 – Amendment to articles of association**

It is proposed in resolution 11 to amend the articles of association of the Company (the "Articles") in order to clarify the Articles in relation to the circumstances in which Directors may vote on matters in which they are materially interested. The Articles as amended will reflect the on-going practice of the Directors in relation to declaring and voting on issues in which any of them are materially interested.

The wording to be included in the Articles is set out in the Appendix.

## APPENDIX

### New paragraph 94 of the Company's Articles of Association

#### 94 Restrictions on voting

- 94.1** Save as herein provided, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any material interest otherwise than by virtue of interests in shares or debentures or other securities of, or otherwise in or through, the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is not entitled to vote.
- 94.2** Subject to the provisions of the Statutes, a Director shall (in the absence of some other material interest) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters:
- (a) the giving of any security, guarantee or indemnity in respect of (i) money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings or (ii) a debt or other obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
  - (b) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
  - (c) any proposal concerning any other body corporate in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise, provided that he (together with persons connected with him within the meaning of the Companies Acts) does not have an interest (as that term is used in Part 22 of the Companies Act 2006) in one per cent or more of the issued equity share capital of any class of such body corporate (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances);
  - (d) any proposal relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates; and
  - (e) any proposal concerning (i) insurance which the Company proposes to maintain or purchase for the benefit of Directors or for the benefit of persons who include Directors, or (ii) indemnities in favour of Directors, or (iii) the funding of expenditure by one or more Directors on defending proceedings against him or them, or (iv) doing anything to enable such Director or Directors to avoid incurring such expenditure.
- 94.3** Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not otherwise debarred from voting under these Articles) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- 94.4** If a question arises at any time as to the materiality of a Director's interest or as to his entitlement to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive except in a case where the nature or extent of the interest of such Director has not been fairly disclosed.
- 94.5** If any question arises at any meeting as to the materiality of the Chairman's interest or as to the entitlement of the Chairman to vote or to be counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be decided by resolution of the directors or committee members present at the meeting (excluding the Chairman). The majority vote of the Directors or committee members shall be final and conclusive (except in a case where the nature or extent of the interests of the Chairman have not been fairly disclosed).

