

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action to take you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised pursuant to the Financial Services and Markets Act 2000.**

If you sell or have sold or otherwise transferred all of your ordinary shares in Imaginatik plc ("Imaginatik" or the "Company") please send this document, together with the accompanying form of proxy, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Directors of the Company (the "Directors"), whose names appear on page 3 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

## **Imaginatik plc**

(Incorporated and registered in England & Wales with Registered No. 3936915)

### **NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Chairman of the Company explaining the background to and the reasons for the proposed resolutions, including grant of authority to the Directors to allot relevant securities and the disapplication of pre-emption rights is set out on pages 3 to 5 of this document. **You are recommended to vote in favour of the Resolutions to be proposed at the Annual General Meeting.**

The notice convening the annual general meeting of the Company is set out at the end of this document. The Annual General Meeting will be held at the offices of the Company's solicitors, Marriott Harrison, at Staple Court, 11 Staple Inn Buildings, London WC1V 7QH on Monday 26 September 2011 at 1:00pm **A form of proxy for use at the meeting is enclosed with this document and should be completed, signed and returned in accordance with the instructions thereon as soon as possible but in any event so as to be received by the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA by not later than 1:00pm on Thursday 22 September 2011.** The completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you wish to do so.

This document does not comprise or form part of any offer or invitation to acquire or to dispose of or to subscribe for any interests in shares or securities in the Company and none of its contents nor the fact of its existence may be relied on in connection with any contract therefor.

## DEFINITIONS

<b><i>the "Act"</i></b>	the Companies Act 2006;
<b><i>"Annual General Meeting" or "AGM"</i></b>	the annual general meeting (and any adjournment of that meeting) of the Company to be held at the offices of the Company's solicitors, Marriott Harrison, at Staple Court, 11 Staple Inn Buildings, London WC1V 7QH at 1:00pm on Monday 26 September 2011 and convened by the notice which is set out at the end of this document;
<b><i>"Articles"</i></b>	the Articles of Association of the Company;
<b><i>"Chairman"</i></b>	the Chairman of the Company;
<b><i>the "Company" or "Imaginatik"</i></b>	Imaginatik plc, registered number 3936915 and having its registered office at 22 Melton Street, London NW1 2BW;
<b><i>"Directors"</i></b>	the directors of the Company whose names are set out on page 3 of this document;
<b><i>"Form of Proxy"</i></b>	the form of proxy accompanying this document for use by Shareholders at the Annual General Meeting;
<b><i>"Notice of Annual General Meeting"</i></b>	the notice of the Annual General Meeting set out at the end of this document;
<b><i>"Ordinary Shares"</i></b>	ordinary shares of 0.0625 pence each in the capital of the Company;
<b><i>"Resolutions"</i></b>	together the ordinary resolutions and the special resolution proposed at the Annual General Meeting; and
<b><i>"Shareholders"</i></b>	the persons who are registered as holders of Ordinary Shares from time to time.

## **Letter from the Chairman**

### **Imaginatik plc**

(Incorporated and registered in England & Wales with Registered No. 3936915)

*Directors:*

Matthew Jonathan Cooper (Executive Chairman)  
Shawn Karl Taylor (Chief Financial Officer and Chief  
Operating Officer)  
Andrew Karl Wainwright (Chief Technical Officer)  
Paul Gilmer Morland (Non-Executive Director)  
Luis Fernando Solis (President, North America)

*Registered Office:*

22 Melton Street  
London  
NW1 2BW

2 September 2011

*To Shareholders*

Dear Shareholder,

### **Notice of Annual General Meeting**

#### **Introduction and Background**

I am pleased to invite you to this year's Annual General Meeting. The AGM gives the Directors the opportunity to present the Company's performance and strategy to Shareholders and to listen and respond to your questions. The AGM will address matters of Ordinary Business which are the matters usually covered at annual general and two items of Special Business in connection with the right to allot shares and rights in respect of shares are proposed.

#### **Ordinary Business**

The following notes explain some of the items of ordinary business to be conducted at the AGM.

Resolution 2: Re-election of Shawn Karl Taylor

According to Article 89 of the Articles each director must retire from office every three years, although they may put themselves up for re-election. It is the turn of director Shawn Karl Taylor to retire this year under the Articles.

Resolution 3: Re-election of Andrew Karl Wainwright

According to Article 89 of the Articles each director must retire from office every three years, although they may put themselves up for re-election. It is the turn of director Andrew Karl Wainwright to retire this year under the Articles.

Resolution 4: Re-election of Luis Fernando Solis

According to Article 88 of the Articles any director appointed by the Board since the date of the last annual general meeting of the Company (which was held on 29 September 2010) holds office only until the next following annual general meeting and must vacate office unless

re-elected. As Mr Solis was appointed to the Board on 19 November 2010, he becomes eligible for re-election under the Articles.

#### Resolution 5: Election of additional directors

According to Article 86 of the Articles the Company may by ordinary resolution elect additional Directors up to the maximum number of directors fixed by the Articles. Article 82 states that there shall be no maximum number of Directors. The resolution would permit the election of two directors.

### **Special Business**

#### Resolution 7: Authority to allot shares

The purpose of Resolution 7 is to grant the Directors power to allot shares and rights to subscribe for shares.

The authority in Resolution 7 will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into shares up to a nominal value of £53,440, which is equivalent to approximately 20 per cent of the total issued Ordinary Share capital of the Company, as at the date of this document.

In the circumstances of the Company's recent successful placing and open offer, the Directors do not have a present intention of exercising the authority to be given by Resolution 7 but believe the flexibility afforded by having the authority would be of benefit to the Company if circumstances required the authority to be exercised in whole or in part. The Directors will therefore consider issuing unissued shares if they believe it would be appropriate to do so in respect of opportunities that arise consistent with the Company's strategic objectives.

If the resolution is passed, the authority will expire on the earlier of the end of the AGM in 2011 or fifteen months after the date the resolution is passed.

#### Resolution 8: Disapplication of pre-emption rights

If the Directors wish to allot new shares and other equity securities for cash (other than in connection with an employee share scheme), company law requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of Resolution 8 is to authorise Directors to allot new shares pursuant to the authority given by Resolution 7, for cash in connection with a pre-emptive offer or otherwise up to a nominal value of £53,440 equivalent to approximately 20 per cent of the total issued Ordinary Share capital of the Company as at the date of this document, in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Board considers the authority in Resolution 8 to be appropriate in order to allow the Company the flexibility to finance any acquisitions or other opportunities without the need to comply with the strict requirements of the statutory pre-emption provisions.

### **Action to be taken in respect of the Annual General Meeting by the holders of Ordinary Shares**

Set out at the end of this document is the notice convening the Annual General Meeting of the Shareholders to be held at the offices of the Company's solicitors, Marriott Harrison, at Staple

Court, 11 Staple Inn Buildings, London WC1V 7QH on Monday 26 September 2011 at 1:00pm, at which the Resolutions will be proposed.

A Form of Proxy for use at the Annual General Meeting of the Shareholders is enclosed with this document.

Whether or not you intend to attend and participate at the Annual General Meeting, the Form of Proxy should be completed and signed in accordance with the instructions on it and in accordance with the Articles (including any ancillary documentation and evidence as may be required by the Articles) and returned to the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA as soon as possible, but in any event so as to be received not later than 1:00pm on Thursday 22 September 2011.

The completion and return of the Form of Proxy will not preclude you from attending the Annual General Meeting and voting in person should you so wish.

### **Recommendation**

The Directors consider that the Resolutions are in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend that you vote in favour of the Resolutions as set out in the Notice of the Annual General Meeting, as your Directors intend to do or procure to be done in respect of their legal and beneficial holdings of Ordinary Shares.

Yours faithfully

**Matt Cooper, Executive Chairman**

**Company Number: 3936915**

**IMAGINATIK PLC**

**(the "Company")**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING ("AGM")** of the Company will be held at the offices of the Company's solicitors:

**Marriott Harrison, Staple Court, 11 Staple Inn Buildings, London WC1V 7QH on Monday 26 September 2011 at 1:00pm.**

The meeting will be held in order to consider and, if thought fit, pass resolutions 1-7 as ordinary resolutions and resolution 8 as a special resolution.

**Ordinary resolutions**

1. To receive and adopt the report and accounts of the Company for the period ended 31 March 2011.
2. To re-elect Shawn Karl Taylor as a director whose office terminates at the AGM and who becomes eligible for election pursuant to article 90 of the Articles.
3. To re-elect Andrew Karl Wainwright as a director whose office terminates at the AGM and who becomes eligible for election pursuant to article 90 of the Articles.
4. To re-elect Luis Fernando Solis as a director whose office terminates at the AGM and who becomes eligible for election pursuant to article 88 of the Articles.
5. To elect two additional directors pursuant to article 86 of the Articles.
6. To re-appoint Tenon as auditors to hold office until the conclusion of the next annual general meeting of the Company at which accounts are laid and to authorise the directors to fix the remuneration of the auditors.

**Special Business**

7. That the directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a nominal amount of £53,440 such authorities to expire on the date which is earlier of the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

## Special resolution

8. That, subject to the passing of resolution 7 above, the directors be and are hereby empowered to allot equity securities (as defined in Section 560(1) of the Act) wholly for cash pursuant to the authority given by resolution 6 above or where the allotment constitutes an allotment of equity securities by virtue of Section 560(2) of the Act up to an aggregate normal amount of £53,440 as if Section 561(1) of the Act did not apply to any such allotment, such authority to expire on the date which is earlier of the conclusion of the next annual general meeting of the Company or 15 months after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting, but in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require equity securities to be allotted after the authority ends.

For the purposes of this resolution:

- (a) references to an allotment of equity securities shall include a sale of treasury shares; and
- (b) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

BY ORDER OF THE BOARD

Signed:



Director  
For and on behalf of Imaginatik Plc

Dated: 2 September 2011

Registered Office: 22 Melton Street, London, NW1 2BW

## NOTES:

1. Shareholders entitled to attend and vote at the meeting may appoint a proxy or proxies to attend and/or speak and/or vote on their behalf. A shareholder may appoint more than one proxy in relation to the AGM 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 member of the Company. To appoint more than one proxy you may photocopy the Proxy Form which accompanies this notice. Investors who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Shareholders are invited to complete and return the enclosed Proxy Form together with any additional information in relation to the Proxy Form as may be required to be provided by the Articles (see article 69). Completion of the Proxy Form will not prevent a Shareholder from attending and voting at the meeting if subsequently he/she finds they are able to do so. To be valid, completed Proxy Forms must be received at the offices of the Company's registrars, Neville Registrars Limited, at Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, by not later than 1:00pm on Thursday 22 September 2011 (being 48 hours prior to the time fixed for the meeting) or, in the case of an adjournment, as at 48 hours prior to the time of the adjourned meeting.
2. Representatives of Shareholders which are corporations attending the meeting should produce evidence of their appointment by an instrument executed in accordance with section 44 of the Companies Act 2006 or signed on behalf of the corporation by a duly authorised officer or agent and in accordance with article 69 of the Articles.
3. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (<http://www.icsa.org.uk>) for further details of this procedure.
4. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those holders of Ordinary Shares registered in the register of members of the Company at 1:00pm on Thursday 22 September 2011 (being 48 hours prior to the time fixed for the meeting) shall be entitled to attend and vote at the AGM in respect of such number of shares registered in their name at that time. Changes to entries in the register of members after 1:00pm on Thursday 22 September 2011 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. The Directors' service agreements will be available for inspection during usual business hours on any weekday (Saturday and Public Holidays excluded) at the registered office

of the Company until the date of the Annual General Meeting and at the place of the meeting for 15 minutes prior and until the termination of the meeting.