

**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 under the Companies Act 1985  
with Registered No. 3936915)

### **NOTICE OF A GENERAL MEETING**

- concerning -

the proposed grant to the Directors of authority to allot relevant securities pursuant to section 551 of the Companies Act 2006; and

the proposed disapplication of statutory pre-emption rights.

A letter from the Chairman of the Company explaining the background to and the reasons for the proposed grant of authority to the Directors to allot relevant securities and the disapplication of pre-emption rights is set out on pages 3 to 4 of this document. **You are recommended to vote in favour of the Resolutions to be proposed at the General Meeting.**

The notice convening the general meeting of the Company is set out at the end of this document. The 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 Tuesday 17 August 2010 at 2.00 p.m.. **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, Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA by not later than 2.00 p.m. on Friday 13 August 2010.** The completion and return of a form of proxy will not preclude you from attending and voting in person at the 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 therefore.

## **DEFINITIONS**

<b><i>the "Act"</i></b>	the Companies Act 2006;
<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>"General Meeting"</i></b>	the 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 2.00 p.m. on Tuesday 17 August 2010 and convened by the notice which is set out at the end of this document;
<b><i>"Form of Proxy"</i></b>	the form of proxy accompanying this document for use by Shareholders at the General Meeting;
<b><i>"Notice of General Meeting"</i></b>	the notice of the 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>"Ordinary Resolution"</i></b>	the ordinary resolution numbered 1 in the Notice of General Meeting;
<b><i>"Resolutions"</i></b>	together the Ordinary Resolution and the Special Resolution;
<b><i>"Shareholders"</i></b>	the persons who are registered as holders of Ordinary Shares from time to time; and
<b><i>"Special Resolution"</i></b>	the special resolution numbered 2 in the Notice of General Meeting.

## Letter from the Chairman

### Imaginatik plc

(Incorporated and registered in England & Wales under the Companies Act 1985 with Registered No. 3936915)

*Directors:*

Matthew Cooper (Executive Chairman)  
Shawn Taylor (Chief Financial Officer & Chief Operating Officer)  
Andrew Wainwright (Chief Technical Officer)  
Paul Morland (Non-Executive Director)

*Registered Office:*

22 Melton Street  
London  
NW1 2BW

26 July 2010

*To Shareholders*

Dear Shareholder,

**Proposed grant to the Directors of authority to allot relevant securities pursuant to section 551 of the Act and the disapplication of statutory pre-emption rights pursuant to section 570 of the Act**

#### **Introduction and Background**

The purpose of this document is to seek your approval to grant the Directors authorities to issue new Ordinary Shares and to disapply the pre-emption rights imposed under the Act. The document explains why the above approvals are being sought and to provide you with information to enable you to decide how to vote at the General Meeting which is being convened for 2.00 p.m. on Tuesday 17 August 2010 at the offices of Marriott Harrison, Staple Court, 11 Staple Inn Buildings, London WC1V 7QH. The Notice of the General Meeting which convenes the meeting is set out at the end of this document, and the Form of Proxy for use in relation to the General Meeting accompanies this document.

The Company is seeking the authorities referred to above to enable it to raise funds to strengthen its balance sheet, providing an appropriate level of working capital for the business and to facilitate further growth, including the addition of high quality sales people in the US and UK.

The founder and former CEO of Imaginatik, Mark Turrell, left the Company on 4 June 2010. Since then, we have taken steps to strengthen the senior management team. I have taken over as Executive Chairman, Shawn Taylor the CFO, was appointed as COO and has assumed responsibility for the operational management of the Company alongside his current financial responsibilities, in early July 2010 we appointed Luis Solis in the US as VP Business Development, and appointed Tim Woods, Head of Product Development to the senior management team. More recently, we have appointed Kevin Grygiel as Global VP Sales based out of the Company's Boston office.

The Directors remain convinced that there remains a significant market opportunity in the growing field of Collaborative Innovation and idea management solutions. As one of the leading global providers of these solutions and with an enhanced management team now in place, the Directors believe that Imaginatik is well placed to capitalise in the future.

## **General Meeting**

Set out at the end of this document is the notice convening the 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 Tuesday 17 August 2010 at 2.00 p.m., at which the Resolutions set out in the Notice of General Meeting will be proposed.

### *Ordinary Resolution*

The first resolution will be proposed as an ordinary resolution to grant the Directors authority under section 551 of the Act to allot relevant securities (comprising Ordinary Shares and rights to subscribe for, or to convert securities into, Ordinary Shares) up to a nominal amount of £37,500, which represents approximately 37.68 per cent. of the issued share capital of Imaginatik. This authority would expire at the earlier of the annual general meeting of the Company to be held next year, or 17 August 2011.

### *Special Resolution*

The second resolution will be proposed as a special resolution and is conditional on the passing of the first resolution. The second resolution will be proposed to grant to the Directors authority under section 570 of the Act to allot relevant securities up to an aggregate nominal amount of £37,500 for cash as if section 561(1) of the Act did not apply to such an allotment, which again represents approximately 37.68 per cent. of the issued share capital of Imaginatik. This authority would expire at the earlier of the annual general meeting of the Company to be held next year, or 17 August 2011.

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

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

Whether or not you intend to attend and participate at the General Meeting, the Form of Proxy should be completed and signed in accordance with the instructions on it and in accordance with the Company's articles of association and returned to the Company's registrars, Neville Registrars Limited, 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 2.00 p.m. on Friday 13 August 2010.

The completion and return of the Form of Proxy will not preclude you from attending the 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 General Meeting, as your Directors intend to do or procure to be done in respect of their legal and beneficial holdings of Ordinary Shares, which amount, in aggregate, to 5,695,996 Ordinary Shares, representing approximately 3.58 per cent. of the issued share capital of the Company.

Yours faithfully

**Matthew Cooper, Chairman**

## **Imaginatik plc**

("Imaginatik" or "the Company")

(Incorporated and registered in England & Wales under the Companies Act 1985 with  
Registered No. 3936915)

### Notice of General Meeting of the holders of Ordinary Shares

NOTICE IS HEREBY GIVEN that a general meeting of the holders of Ordinary Shares in 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 Tuesday 17 August 2010 at 2.00 p.m. to consider and, if thought fit, pass the following resolution 1 which will be proposed as an ordinary resolution and resolution 2 which will be proposed as a special resolution:

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### **ORDINARY RESOLUTION**

1. THAT in substitution for all previous authorities, and in accordance with section 551 of the Companies Act 2006 (the "Act"), the directors be and they are hereby generally and unconditionally authorised pursuant to and for the purposes of section 561(1) of the Act to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551(1) of the Act) up to an aggregate nominal amount of £37,500 provided that this authority shall expire on the date of the annual general meeting of the Company to be held in 2011 or, if earlier, 17 August 2011, unless previously varied, resolved or renewed by the Company in general meeting of the Company but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

### **SPECIAL RESOLUTION**

2. THAT, subject to the passing of resolution 1 above at this meeting or any adjournment of it, in substitution for all existing authorities, the directors be and they are hereby empowered pursuant to section 570(1) of the Act to allot equity securities (within the meaning of section 560(1) of the Act) pursuant to the existing authority to allot equity securities granted to the directors, as if section 561(1) of the Act did not apply to the allotment, up to an aggregate nominal amount of £37,500 provided that this power shall expire on the date of the annual general meeting of the Company to be held in 2011 or, if earlier 17 August 2011 unless previously varied, resolved or renewed by the Company in general meeting of the Company after the passing of this resolution but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of that offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

Registered office:  
22 Melton Street  
London, NW1 2BW



Director  
26 July 2010

#### **Explanatory Notes**

1. Shareholders entitled to attend and vote at the meeting may appoint a proxy or proxies to attend and speak on their behalf. A shareholder may appoint more than one proxy in relation to the 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 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. 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, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA, by not later than 2.00 p.m. on Friday 13 August 2010 (being 48 hours prior to the time fixed for the meeting after excluding days which are not working days) 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.
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 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 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 2.00 p.m. on Sunday 15 August 2010 (being 48 hours prior to the time fixed for the meeting) shall be entitled to attend and vote at the General Meeting in respect of such number of shares registered in their name at that time. Changes to entries in the register of members after the above time on Sunday 15 August 2010 shall be disregarded in determining the rights of any person to attend or vote at the meeting.