

## THE COMPANIES ACTS 1985 TO 2006

### NOTICE OF THE ANNUAL GENERAL MEETING OF BANGO PLC

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Bango Plc (the "**Company**") will be held the offices of ICIS, 10-15 Queen Street, London, EC1N 1TX on Friday 19th September 2008 at 12:00 p.m. for the following purposes.

#### ORDINARY BUSINESS

- .1 To receive and adopt the financial statements of the Company for the financial year ended 31 March 2008 and the reports of the directors and auditors on those financial statements.
- .2 To re-elect Mr Raymond Anderson, who retires by rotation and offers himself for re-appointment by general meeting, as a director of the Company.
- .3 To re-elect Grant Thornton UK LLP as auditors and to authorise the directors to determine the auditors' remuneration.

#### SPECIAL BUSINESS

As special business to consider and, if thought fit, pass resolutions 4 and 5 as ordinary resolutions and resolutions 6 and 7 as special resolutions.

- .4 That (in substitution for any existing authority which is hereby revoked but without prejudice to the validity of any allotment pursuant to such previous authority) the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "**Act**") to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal amount of £1,840,879. This authority shall, unless previously revoked, varied or renewed by the Company in general meeting, expire on the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, the date 15 months after the date of passing this resolution, save that the Company may before such expiry make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of any such offer or agreement as if the power and authority conferred by this resolution had not expired.
- .5 That the Company be and is hereby authorised (subject to the provisions of the Companies Act 2006 (the "**2006 Act**")) to send or supply any notice, document or information that is required or authorised to be sent or supplied to a member or any other person by the Company (whether required or authorised by a provision of the Companies Acts (as defined in section 2 of the 2006 Act), the Company's articles of association or any other rules or regulations to which the Company may be subject), by making it available on the Company's website, and the provisions of Part 4 of Schedule 5 to the 2006 Act shall (subject to section 309 of the 2006 Act in the case of notices) apply to any such notice, document or information so made available on a website.

- .6 That, subject to the passing of resolution 4 above, the directors be and are hereby generally and unconditionally given power for the purposes of section 95 of the Act to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred by resolution 4 above or otherwise in the case of treasury shares (as defined in section 162(3) of the Act), in each case as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with or pursuant to a rights issue, open offer or other pro-rata issue made to the holders of shares in the company and other persons entitled to participate therein, in the proportion (or as nearly as may be) to such holders' holdings of such shares (or, as appropriate, to the respective number of shares which such other persons are for these purposes deemed to hold), but subject to such exclusions or other arrangements as the directors may feel necessary or expedient to deal with fractional entitlements or the regulations or requirements of any recognised regulatory body or any stock exchange in any territory;
  - (b) the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted, under the terms of any share option scheme adopted or operated by the Company; and
  - (c) the allotment of equity securities, other than pursuant to sub-paragraphs (a) and (b) above of this resolution, up to an aggregate nominal amount of £282.956.

This power shall (unless previously renewed, varied or revoked by the Company in general meeting) expire at the conclusion of the next annual general meeting of the Company following the passing of this resolution or, if earlier, on the date 15 months after the passing of such resolution, save that the Company may before the expiry of this power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares sold, after such expiry and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this resolution had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "That, subject to the passing of resolution 4 above," were omitted.

- .7 That the articles of association contained in the document produced to the meeting (and signed by the chairman 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 of the Company.

#### **By order of the Board**

Company Secretary  
Henry Goldstein

Registered Office:  
5 Westbrook Centre  
Milton Road  
Cambridge CB4 1YG



Notes:

- .8 At the date of this notice, the issued share capital of the Company was 28,295,606 ordinary shares of £0.20 each and the total number of voting rights was 28,295,606.
- .9 Only holders of Ordinary Shares are entitled to attend and vote at this meeting. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting and at any adjournment of it. Such a member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A member may only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. A proxy need not be a member. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the meeting or any adjournment of the meeting.
- .10 A form of proxy is provided with this notice and instructions for use are shown on the form. To be effective, the completed form of proxy must be deposited at the registered office of the Company, 5 Westbrook Centre, Milton Road, Cambridge, CB4 1YG, by not later than forty-eight hours before the start of the meeting (or any adjournment of the meeting) together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power of authority.
- .11 A vote withheld option is provided on the form of proxy to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- .12 The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company at 12:00 pm on Wednesday 17 September 2008 shall be entitled to attend and vote at this annual general meeting in respect of such number of shares registered in their name at that time. Changes to entries on the register of members after 12:00 pm on Wednesday 17 September 2008 shall be disregarded in determining the rights of any person to attend or vote at the meeting.
- .13 Copies of the service agreements of the executive directors, the letters of appointment of the non-executive directors and the proposed new articles of association will be available for inspection during normal business hours from the date of dispatch of this notice until the date of the meeting (Saturdays, Sundays and public holidays excepted) at the registered office of the Company and will also be made available for inspection at the place of the annual general meeting for a period of 15 minutes prior to and during the continuance of the meeting. Copies of this notice and of the proposed new Articles of Association will be available at the place of the annual general meeting at the same times, and from the date the notice is posted, on the Company's website <http://bangoinvestor.wordpress.com/announcements/>.
- .14 Except as provided above, members who wish to communicate with the Company in relation to the meeting should do so by calling our Company Secretary on 020 8678 7273 or 077 8577 1717. No other methods of communication will be accepted.