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If you have sold or otherwise transferred all of your Ordinary Shares in the Company please forward this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the transfer or sale was effected, for transmission to the purchaser or transferee.

INVU PLC

*(Incorporated with limited liability under the Companies Act 1985
of the United Kingdom with registration number 06283181)*

Notice of General Meeting Proposed cancellation of admission of the Company's shares to trading on AIM

You are recommended to read the whole of this document but your attention is drawn, in particular, to the Chairman's letter to Shareholders which is set out on pages 4 to 7 of this document. This letter explains the background to and reasons for the proposed Cancellation and contains a recommendation that you vote in favour of the resolution to be proposed at a General Meeting of the Company.

Notice of the General Meeting of the Company to be held at 9.00 a.m. on 19th November 2013 are set out at the end of this document. Any further announcements (and any other relevant document and any other information published) will be made available via the Company's website at <http://www.invu.net> and any announcement will also be made via a Regulatory Information Service, however please be aware that any notifications on the Company's website will not constitute a summary of this document and should not under any circumstances be used as a substitute for reading it in full.

A Form of Proxy for use by Shareholders at the General Meeting is enclosed with this document. **To be valid, the Form of Proxy must be completed, executed and returned in accordance with the instructions printed thereon so as to be received by the Company's agent, for this purpose being Capita Asset Services, by not later than 9.00 a.m. on 15th November 2013.** Completion and return of the Form of Proxy will not prevent Shareholders from attending and voting at the GM in person should they wish to do so.

This document should not be forwarded or transmitted in or into or from the United States, Canada, Australia, or Japan or any other jurisdiction if to do so would constitute a violation of the relevant laws of such a jurisdiction. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities law of the jurisdiction in question.

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EXPECTED TIMETABLE OF EVENTS

	2013
Despatch of this document	1 st November
Latest time for receipt of Form of Proxy for the General Meeting	9.00 a.m. on 15 th November
General Meeting to be held	9.00 a.m. on 19 th November
Expected last day for dealings in Ordinary Shares on AIM	29 th November
Expected cancellation of trading of shares on AIM	7.00 a.m. on 2 nd December

Each of the times and dates above is subject to change. Any such change will be notified by an announcement on a Regulatory Information Service.

DEFINITIONS

“AIM”	the AIM market operated by London Stock Exchange plc
“AIM Rules”	the AIM Rules for Companies published by London Stock Exchange plc
“A Ordinary Shares”	A ordinary shares of £0.01 each in the share capital of the Company. These shares have not been admitted to AIM.
“Cancellation”	the cancellation of admission of the Ordinary Shares to trading on AIM becoming effective in accordance with Rule 41 of the AIM Rules
“Company”	Invu plc
“Directors” or “Board”	the directors of the Company whose names appear on page 4 of this document
“EBITDA”	earnings before interest tax depreciation and amortisation
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting
“GM” or “General Meeting”	the general meeting of the Company to be held on 19 th November 2013 at 9.00 a.m. convened by the relevant notice set out at the end of this document
“Group”	Invu plc and its subsidiaries
“Ordinary Shares”	ordinary shares of £0.001 each in the share capital of the Company
“Shareholders”	the holders of Ordinary Shares

LETTER FROM THE CHAIRMAN

Invu plc

*(Incorporated with limited liability under the Companies Act 1985
of the United Kingdom with registration number 06283181)*

Directors

Daniel Goldman (*Non-executive Chairman*)
Colin Gallick (*Chief Executive Officer*)
Ian Smith (*Finance Director*)
Bernard Fisher (*Non-executive Director*)
Mark Wells (*Non-executive Director*)

Registered Office

Invu plc
Blisworth Hill Farm
Blisworth
Northampton
NN7 3DB

1st November 2013

*To the holders of Ordinary Shares (and, for information purposes only, to holders of options
in respect of Ordinary Shares)*

Dear Shareholder,

Notice of a General Meeting and proposed cancellation of admission of the Company's Ordinary Shares to trading on AIM

1. Introduction

The Directors have recently undertaken a review of the benefit of the Ordinary Shares continuing to be traded on AIM. Having completed this review, which included consultation with the Company's advisers and its major shareholders, your Directors have agreed that it is in the best interests of the Company and its Shareholders as a whole if the admission of the Shares to trading on AIM is cancelled.

The purpose of this document is to explain why the Directors consider the proposal to be in the best interests of the Company and its Shareholders as a whole and to recommend that you vote in favour of the resolution required to implement the proposal at the GM scheduled to take place at 9.00 a.m. on 19th November 2013, notice of which is enclosed at the end of this document.

2. Background

The Company was admitted to AIM on 7 December 2007 following the acquisition of Invu Inc which had been listed on AIM since January 2004. At that time the Group's objective was to establish itself as a leading global supplier of information and document management software and services. For the financial year ending 31 January 2008, the Group reported sales of £8.7 million, profit of £1 million, total equity of £8.7 million and had employed an

average of 62 people in the year. The business was based on selling software as a product through a channel and therefore had significant working capital requirements.

Following significant losses in the next two financial years totaling, £13.3 million in aggregate during that period and a significant business re-organisation, the business has emerged as profitable and cash flow positive but on a much smaller scale. In the financial year ending 31 January 2013, the Group reported sales of £2.7 million, profit of £0.3 million, a deficit on equity of £0.5 million with an average of 28 employees in the year. The business is now focused predominantly in the UK and has refocused on the supply of software as a solution rather than a product and consequently substantially reduced its working capital requirements.

The re-organisation referred to above was financed by the issue of 50 million ordinary shares of £0.01 each raising £1 million, £500,000 convertible loan notes and a loan of £500,000, all issued in August 2009, and various Shareholder loans, which, including interest, amounted to £2,441,765 on 30 June 2011. The Company completed a capital re-organisation on 29 July 2011 which resulted in the issue of 305 million A Ordinary Shares which included conversion of the Shareholder loans and a subscription for cash which was used to repay the £500,000 loan. The A Ordinary Shares rank in priority to the Ordinary Shares, with respect to any distribution of assets of the Company on a winding-up, and have no rights to attend and vote at general meetings of Shareholders of the Company, but otherwise rank *pari passu* in all respects with the issued Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on the Company's share capital. The authorised, allotted and fully paid share capital at the date of this document comprises 168,752,662 Ordinary Shares, 305,000,000 A Ordinary Shares and deferred shares which have no economic value.

3. Reasons for the Proposal

The Directors believe that the Company is too small to benefit from the Ordinary Shares continuing to be traded on AIM.

The Directors have been able to improve profit and cash flow in the last few financial years without the need for equity funding from an issue of new Ordinary Shares and have no current plans to use equity funding as a source of working capital finance in the future.

Given the requirements of the AIM Rules with respect to any acquisition which constitutes a reverse takeover, the Directors consider that the costs of making acquisitions are too high and consequently a barrier to an acquisition strategy for the Company at its current scale. The Directors believe that this is exacerbated by the lack of liquidity in the Company's shares which limits their attraction, as an acquisition currency, to the owners of potential targets.

The Directors believe that an exit strategy is similarly hampered, while the Ordinary Shares continue to be traded on AIM, as the associated compliance costs are a substantial proportion of the Group's current EBITDA and consequently impact significantly on third party valuations which tend to be based on this metric. The Directors believe that any potential exit strategy is also impaired by the lack of liquidity in the Company's shares as this has a negative impact on the Company's share price and hence market valuation, indicating a valuation to potential acquirers below that of privately held peers.

4. Effect of the Cancellation on Shareholders

The principal effects of the Cancellation would be that:

(a) there would no longer be a formal market mechanism enabling Shareholders to trade their Ordinary Shares on AIM or any other recognised market or trading exchange;

(b) the Company would not be obliged to announce material events, administrative changes or material transactions nor to announce interim or final results;

(c) the Company would no longer be required to comply with any of the additional specific corporate governance requirements for companies admitted to trading on AIM; and

(d) the Company would no longer be subject to the AIM Rules and Shareholders would no longer be required to vote on certain matters as provided in the AIM Rules.

It is possible that the Cancellation could have taxation consequences for Shareholders. Shareholders who are in any doubt about their tax position should consult their own professional independent adviser.

5. Governance following the Cancellation

The Directors' intention is that the Company should remain a public limited company but without having its shares admitted to trading on a public market or multilateral trading facility. The Board intends to continue to include at least one independent non-executive director, Mark Wells, on the Board for the time being to ensure appropriate independent judgement on issues of strategy, performance, resources and corporate governance that they consider vital to the continued success of the Company.

Notwithstanding the Cancellation, the Company will continue to publish annual reports and accounts and hold Annual General Meetings and other General Meetings in accordance with the applicable statutory requirements and the Company's articles of association. Where the Directors consider it to be in the interests of the Company to do so, it will continue to post certain additional information relating to the Company on its website. In addition, the City Code on Takeovers and Mergers will continue to apply to the Company following the date of Cancellation.

6. Share trading facility following Cancellation

The Directors are aware that the Cancellation, should it be approved by Shareholders, would make it more difficult for Shareholders to buy and sell Ordinary Shares should they wish to do so. The Company therefore intends to put in place a third party trading facility to assist Shareholders to trade in the Ordinary Shares. Under this third party facility, Shareholders or persons wishing to acquire or dispose of Ordinary Shares would be able to leave an indication with the third party facility provider that they are prepared to buy or sell at an agreed price. In the event that the third party facility provider is able to match that order with an opposite sell or buy instruction, it would contact both parties and then effect the bargain.

When such arrangements are set up by the Company, details will be made available to Shareholders on the Company's website.

7. Resolution to be proposed at the General Meeting

The Cancellation is subject to shareholders passing the following resolution: “That the admission of the ordinary shares of £0.001 each in the capital of the Company to trading on AIM, a market operated by London Stock Exchange plc, be cancelled and that the directors of the Company be authorised to take all steps which they consider to be necessary or desirable in order to effect such cancellation”. The resolution is proposed as a special resolution of the Company requiring approval of not less than 75 per cent. of the votes cast by Shareholders at the GM.

The Cancellation is expected to become effective as at 7.00 a.m. on 2nd December 2013. The Cancellation will occur no earlier than five clear business days after the GM and it is expected that trading in the Ordinary Shares on AIM will cease at the close of business on 1st December 2013, with Cancellation being effective at 7.00 a.m. on 2nd December 2013.

8. Action to be taken

A Form of Proxy for use in connection with the GM is enclosed with this document. Whether or not you intend to be present at the GM in person, it is important that you duly complete, execute and return the Form of Proxy, by hand or by post, to the Company’s agent, Capita Asset Services at PXS, the Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU in accordance with the instructions printed thereon.

To be valid, a completed Form of Proxy must be executed in accordance with the instructions printed thereon and returned as soon as possible and, in any event, so as to be received by the Company’s agent not later than 9.00 a.m. on 15th November. Completion and return of a Form of Proxy will not prevent you from attending and voting at the GM in person should you wish to do so.

9. Recommendation

The Directors consider the resolution to be proposed at the GM to be in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders vote in favour of the resolution to be proposed at the GM as they intend to do in respect of those Ordinary Shares in which they are legally and beneficially interested which amount to, in aggregate, 8,922,293 Ordinary Shares, representing approximately 5.29 per cent. of the current issued share capital of the Company held by Shareholders.

Yours faithfully



Daniel Goldman

(Chairman)

Invu plc

(Incorporated with limited liability under the Companies Act 1985 of the United Kingdom with registration number 06283181)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a GENERAL MEETING of Invu plc (the “Company”) will be held at the offices of the Company at Blisworth Hill Farm, Blisworth, Northampton, NN7 3DB on 19th November 2013 at 9.00 a.m., for the purpose of considering, and if thought fit, passing the following resolution, which is proposed as a special resolution:

SPECIAL RESOLUTION

1. THAT, the admission of the ordinary shares of £0.001 each in the capital of the Company to trading on AIM, a market operated by London Stock Exchange plc, be cancelled and that the directors of the Company be authorised to take all steps which they consider to be necessary or desirable in order to effect such cancellation.

By Order of the Board

Registered Office

Invu plc
Blisworth Hill Farm
Blisworth
Northampton NN7 3DB

Ian Smith
Company Secretary

1st November 2013

Notes:

- (a) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him or her. A proxy need not be a member of the Company. 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 him. To appoint more than one proxy you may photocopy the form. Please indicate that proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate should not exceed the number of shares held by you). A failure to specify the number of shares each proxy appointment relates to will be deemed to authorise the proxy in respect of your entire shareholding. If you specify a number in excess of those held by the member this may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and in the notes attached to the proxy form.
- (b) A Form of Proxy is enclosed for use by members. To be effective, the instrument appointing a proxy and any power of attorney or other authority under which it is signed (or a copy of any authority certified notari ally or in some other way approved by the directors) must be deposited with Capita Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, not less than 48 hours (excluding non-working days) before the time for holding the meeting or adjourned meeting or, in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours (excluding non-working days) before the time appointed for the taking of the poll at which it is to be used. In the case of joint members, the vote of the senior who tenders a vote, whether in person, or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- (c) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders entered in the register of members of the Company as at 6:00 p.m. on 15th November 2013 or, if the meeting is adjourned, in the register of members at 6:00 p.m. on the second day prior to the day of any adjourned meeting, shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 6:00 p.m. on 15th November 2013 or, if the meeting is adjourned, in the register of members after 6:00 p.m. on the second day prior to the day of the adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the meeting or at any such adjournment.
- (d) CREST members who wish to appoint a proxy or proxies through the CREST electronic appointment service may do so for the meeting to be referred to above 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(s) should refer to their CREST sponsor or voting service provider (s), who will be able to take the appropriate action on their behalf.
- (e) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited'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 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 Company's agent (ID: RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of the meeting. 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 Company'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 proxies appointed through CREST should be communicated to the appointee through other means.

- (f) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited 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(s), to procure that his CREST Sponsor or voting service provider(s) take(s)) 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.
- (g) 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.
- (h) Completing and returning a form of proxy will not prevent a member from attending the meeting and voting in person should he so wish.
- (i) Terms defined in the circular to shareholders dated 1st November 2013 shall have the same meaning in these notes unless the context requires otherwise.