

Invu plc

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an ANNUAL GENERAL MEETING of Invu plc (the “**Company**”) will be held at the offices of the Company at Invu, Blisworth Hill Farm, Stoke Road, Blisworth, Northampton, NN7 3DB on Friday 29 July 2016 at 9.00 a.m., for the purposes of considering, and if thought fit, passing the following resolutions, of which resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and resolution 6 will be proposed as special resolution.

ORDINARY RESOLUTIONS

1. THAT the strategic report, the directors' report and the audited accounts of the Company for the year ended 31 January 2016 be received and adopted.
2. THAT Daniel Goldman be re-elected as a director of the Company.

Note: Article 90 of the Company's articles of association requires that at each annual general meeting one-third of the directors who are subject to retirement by rotation retire from office and may offer themselves for re-election. Pursuant to Article 91 Daniel Goldman stands for re-election at this meeting.

3. THAT the re-appointment of BDO LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the members be and is approved.
4. THAT the directors of the Company be and are authorised to agree the remuneration of the auditors of the Company.

Note: As the auditor may not continue in office unless re-appointed at the meeting at which the accounts are presented, Resolution 3 proposes the re-appointment of BDO LLP as auditors until the conclusion of the next annual general meeting of the Company. Resolution 4 also authorises the Directors to agree and pay the level of remuneration of the auditors.

5. THAT in addition to any authorities previously conferred on the directors for the purposes of section 551 of the Act, the directors be and are generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company (such shares and rights to subscribe for or to convert any security into shares of the Company being “**Relevant Securities**”):

- (i) up to an aggregate nominal amount of £44,188 in respect of ordinary shares of £0.001 each in the capital of the Company (“**Ordinary Shares**”) and up to an aggregate nominal amount of £76,250 in respect of A ordinary shares of £0.001 each in the capital of the Company (“**A Ordinary Shares**”) to be issued pursuant to the company's share option plan; and
- (ii) up to an aggregate nominal amount of £58,917 in respect of Ordinary Shares [and up to an aggregate nominal amount of £101,667 in respect of A Ordinary Shares] to be issued for general requirements that may arise from time to time,

such authority to expire on the earlier to occur of the conclusion of the Company's next annual general meeting or 29 October 2017, provided that, before such expiry the Company may make any offer or agreement which would or might require Relevant Securities to be allotted after such expiry and, notwithstanding such expiry, the directors may allot Relevant Securities in pursuance of any such offer or agreement.

Note: By law, shareholders' approval is required for the allotment of shares. Approval may either be given for particular allotments or by a general authority. Resolution 5 seeks to renew the Directors' general authority for a period expiring on the date of the next annual general meeting or on 29 October 2017 whichever is earlier. In proposing this resolution, the Directors consider that it is in the best interests of the Company and its shareholders that Directors should retain the ability to incentivise the management and staff of the business utilising the share option plan and take advantage of business opportunities as they arise, without the need to incur the cost and

delay of a general meeting of the Company to seek specific authority for an allotment. The Directors intend to seek annual renewal of this authority in accordance with best practice. The Directors have no present intention of using the above allotment authority identified for general purposes. The directors intend to maintain a share option pool representing 25 per cent of the nominal value of the issued Ordinary Shares and the issued A Ordinary Shares. Accordingly the resolution sets out approval for an aggregate nominal amount of £44,188 over the Ordinary Shares of which an aggregate nominal amount of £42,182.65 has already been granted as options and therefore an aggregate nominal amount of £2005.35 remains available to be granted as options. The directors have an existing authority, valid until 29 July 2016, to exercise all powers of the Company to allot shares in the Company and grant rights to subscribe for or to convert any security into shares of the Company up to an aggregate nominal amount of £2,000,000 of A Ordinary Shares. The directors have utilised this authority to issue options over A Ordinary Shares with an aggregate nominal amount of £76,239.96 and therefore an aggregate nominal amount of £10.04 remains available to be issued of the total aggregate nominal amount of £76,250 made available for the grant of options over the issued A Ordinary Shares by this 25 per cent pool.

SPECIAL RESOLUTIONS

6. THAT, in accordance with section 570(1) of the Act and conditional on the passing of resolution 5, the directors be and are given power to allot equity securities (within the meaning of section 560(1) of the Act) of the Company for cash pursuant to the general authority conferred on them by resolution 5 above, as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to the allotment of Ordinary Shares up to an aggregate nominal amount of £26,513, such power to expire at the same time as the general authority conferred on the directors by resolution 6 above expires, provided that before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry, and notwithstanding such expiry, the directors may allot equity securities in pursuance any such offer or agreement.

Note: Shareholders' approval is required for the issue of equity shares otherwise than in accordance with the statutory pre-emption provisions contained in the Act. Approval is being sought in respect of the allotment of shares of up to £26,513 in nominal amount equal to approximately 15 per cent. of the nominal value of the issued Ordinary Shares (2015: 15 per cent.). In proposing this Resolution, the Directors consider that it is in the best interests of the Company and its shareholders that Directors should retain the ability to take advantage of business opportunities as they arise, without the need to incur the cost and delay of a general meeting of the Company to seek specific authority for an allotment. The Directors have no present intention of using the authority granted by this resolution but propose to seek renewal of this authority annually.

Registered Office

Invu plc
Invu, Blisworth Hill Farm
Stoke Road
Blisworth
Northampton NN7 3DB

By Order of the Board



Ian Smith
Company Secretary

6 July 2016

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 notarially or in some other way approved by the directors) must be deposited with the Company Secretary at Invu plc, Blisworth Hill Farm, Stoke Road, Blisworth, Northampton, NN7 3DB, 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) Only those members entered on the Company's register of members at 9.00 a.m. on 27 July 2016 or, in the event that the meeting is adjourned, on the Company's register of members as at 9.00 a.m. on the day which is two working days before the date fixed for the adjourned meeting, shall have the right to attend and vote at the meeting. Changes to entries on the register of members after 9.00 a.m. on 27 July 2016 or, in the event that the meeting is adjourned, after 9.00 a.m. on the day which is two working days before the time fixed for the adjourned meeting shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (d) Completing and returning a form of proxy will not prevent a member from attending the meeting and voting in person should he/she so wish.