

Patsystems PLC

Notice of Annual General Meeting

Notice is hereby given that the 2010 Annual General Meeting of Patsystems PLC (the "Company") will be held at its offices at Riverside House, 2A Southwark Bridge Road, London SE1 9HA, on 24 May 2010 at 10.30am and the Shareholders will be asked to consider and, if thought fit, pass the following resolutions: resolutions 1 to 6 (inclusive) as ordinary resolutions; and resolutions 7 and 8 as special resolutions:

1. To receive and adopt the Company's annual accounts for the financial year ended 31st December 2009 together with the directors' report and auditors' report on those accounts.
2. To approve the directors' remuneration report for the financial year ended 31st December 2009.
3. To re-elect John Priestley, a director of the Company, who retires by rotation.
4. To re-elect Richard Last, a director of the Company, who retires by rotation.
5. To re-appoint PricewaterhouseCoopers LLP as auditors in accordance with section 489(2) of the Companies Act 2006 to hold office until the conclusion of the next Annual General Meeting and to authorise the directors to fix their remuneration.
6. That, in substitution for any existing authority pursuant to section 80 of the Companies Act 1985 ("1985 Act") subsisting at the date of this resolution (save to the extent that the same may already have been exercised and for any such powers granted by statute), pursuant to section 551 of the Companies Act 2006 ("2006 Act"), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £278,554.05, provided that (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of the passing of this resolution, save that the Company may make an offer or agreement before this authority expires 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 this authority expires and the directors may allot shares or grant such rights pursuant to any such offer or agreement as if this authority had not expired.
7. That, subject to the passing of resolution 6 and in substitution for any existing authority pursuant to section 95 of the 1985 Act subsisting at the date of this resolution (save to the extent that the same may already have been exercised and for any such powers granted by statute), pursuant to section 570 of the 2006 Act, the directors be and are generally empowered to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash pursuant to the authority granted by resolution 6 as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - (a) in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise):

- (i) (to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them; and
- (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £92,851.35,

and (unless previously revoked, varied or renewed) this power shall expire on the fifth anniversary of the passing of this resolution, save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

8. That, the draft regulations produced to the Annual General Meeting and for the purposes of identification marked "A" and signed by the chairman of the Annual General Meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

Notes

1. Record date

Only those members registered in the register of members of the Company as at 10.30am on 22 May 2010 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time 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 10.30am on 22 May 2010 or, in the event that the meeting is adjourned, after 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. Proxies

2a A member is entitled to appoint one or more persons as proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he so wishes. A member may appoint more than one proxy in relation to the meeting provided that each party is appointed to exercise the rights attached to a different share or shares held by them. To appoint more than one proxy members will need to complete a separate proxy form for each proxy. Copies of additional proxy forms can be obtained from the Company's registrars, Computershare Investors PLC, The Pavilions, Bridgewater Road, Bristol, BS99

6ZY or members may photocopy the form of proxy indicating on each copy the name of the proxy to be appointed and the number of shares in respect of which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. All forms of proxy should be returned together in the same envelope. Members can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

- 2b A form of proxy is enclosed. To be valid, it must be completed, signed and sent to the offices of the Company's registrars, Computershare Investors PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY so as to arrive no later than 10.30am on 22 May 2010 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).
- 2c As an alternative to completing this hard copy proxy form, members can appoint proxies electronically via the internet at www-uk.computershare.com/investor/proxy/. For an electronic proxy appointment to be valid, the appointment must be received by Computershare Investors PLC, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY no later than 10.30am on 22 May 2010. Any electronic communication sent by members to the Company or the Company's registrar which is found to contain a virus will not be accepted by the Company but every effort will be made by the Company to inform members of the rejected communication.
- 2d CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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.

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 (formerly CRESTCo'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 CREST system (ID3RA50) by no later than 10.30am on 22 May 2010. No such message received through the CREST network after this time will be accepted. 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 registrars are 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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) 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.

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.

3. Director details

Biographical details of the directors offering themselves for re-election at the meeting are set out on page 15 of the annual report.

4. Documents available for inspection

The following information is available for inspection during normal business hours at the registered office of the Company (excluding weekends and public holidays). It will also be available for inspection at the place of the annual general meeting from 10.00am on the day of the meeting until the conclusion of the meeting:

- 4a copies of the service contracts and letters of appointment of the directors;
- 4b the report and accounts for the final year ended 31 December 2009; and
- 4c the company's articles of association to be adopted pursuant to resolution 8.

Except as provided above, members who wish to communicate with the Company in relation to the meeting should do so by contacting the Company secretary at the Company's registered office: Riverside House, 2A Southwark Bridge Road, London SE1 9HA.

Recommendation

i) New Articles of Association

It is proposed in resolution 8 to adopt new articles of association (the "**New Articles**") in order to update the Company's current articles of association (the "**Current Articles**") primarily to take account of changes in English company law brought about by the final implementation phase of the Companies Act 2006 ("**2006 Act**") which became effective on 1 October 2009.

The principal changes introduced in the New Articles are made to:

- include an express statement in relation to the limited liability of the Company's members;
- allow the Company to change its name by board resolution for added flexibility;

- reflect the abolition of the concept of authorised share capital pursuant to the 2006 Act;
- remove enabling provisions in relation to the purchase of its own shares by the Company and the increase, consolidation, sub-division or reduction of capital (these provisions are now contained in the 2006 Act);
- reflect the fact that allotments and transfers of shares must now be registered as soon as possible under the 2006 Act;
- remove the ability to convert paid up shares into stock (repealed by the 2006 Act);
- reflect current practice where the position of director must be vacated by reason of ill health; and
- allow the board the flexibility to determine rights attaching to redeemable shares should these be issued.

The New Articles showing all the changes to the Current Articles are available for inspection, as noted above.

ii) General

The directors believe that all the proposed resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and, accordingly, recommend shareholders to vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings in the Company.

BY ORDER OF THE BOARD

Martin Thorneycroft

Company Secretary

31 March 2010

Registered Office:

Riverside House
2A Southwark Bridge Road
London
SE1 9HA