

Access Intelligence Plc

(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be at 32 Bedford Row, London, WC1R 4HE at 10.00 am on Wednesday 14 April 2010 for the following purposes:

Ordinary Business

1. To receive and adopt the accounts for the financial year ended 30 November 2009 together with the directors' report and the auditors' report.
2. To re-elect Jeremy Hamer as a director of the Company who retires in accordance with the Company's Articles of Association and offers himself for reappointment.
3. To reappoint Mazars LLP as the auditors of the Company.
4. To authorise the directors to agree the remuneration of the auditors of the Company.

Special Business

To consider and, if thought fit, pass the following resolutions as ordinary and special resolutions:

Ordinary Resolutions

5. That any provision of the Company's memorandum of association which is a provision described in paragraph 42(1) of Schedule 2 to The Companies Act 2006 (Commencement No.8, Transitional Provisions and Savings) Order 2008, and which by virtue of paragraph 42(2) of Schedule 2 to that Order has with effect from 1 October 2009 been treated as a provision of the Company's articles of association setting the maximum amount of shares that may be allotted by the Company, be deleted from the Company's articles of association with effect from the date of this resolution.
6. That in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 (the "**1985 Act**") or section 551 of the 2006 Act, the directors be generally and unconditionally authorised for the purpose of section 551 of the 2006 Act to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £600,000 provided that:-
 - 6.1 this authority shall expire one year after the date of this resolution, but may be previously revoked or varied by an ordinary resolution of the Company; and
 - 6.2 the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired,

and all previous authorities under section 80 of the 1985 Act or section 551 of the 2006 Act be revoked, but such revocation shall not have retrospective effect.

Special Resolutions

7. That, subject to the passing of resolution 6, the directors be and they are hereby empowered, pursuant to Section 570 of the 2006 Act to allot securities (within the meaning of the 2006 Act) for cash, pursuant to the authority conferred by the above resolution as if subsection (1) of Section 561 of the Act did not apply to any such allotment, provided that this power shall be limited:
 - 7.1 to the allotment of the equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all Ordinary shareholders are, proportionate (as nearly as the case may be but subject to such exclusions or other arrangements as the directors may deem necessary or desirable to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or stock exchange in any territory) to the respective number of ordinary shares held by them; and

7.2 to the allotment (otherwise pursuant to subparagraph 7.1 above) of equity securities up to an aggregate nominal value of £400,000 (representing approximately 31.65% of the present issued ordinary share capital),

and shall expire at the conclusion of the next Annual General Meeting of the Company or 12 months from the date of passing this resolution, if earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot securities in pursuance of such an offer or agreement notwithstanding that the power conferred by this resolution has expired.

8. That:

8.1 the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the 2006 Act are to be treated as provisions of the Company's Articles of Association; and

8.2 the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose 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.

By order of the Board

Jeremy Hamer
Company Secretary
26 February 2010

Registered Office:
32 Bedford Row
London
WC1R 4HE

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend, speak and vote instead of him and such proxy need not be a member of the Company. More than one proxy may be appointed to exercise the rights attaching to different shares held by the member, but a member may not appoint more than one proxy to exercise rights attached to any one share.
2. A form of proxy is enclosed. To be effective, the instrument appointing a proxy (and power of attorney or other attorney (if any) under which it is signed or a notarially certified or office copy thereof) must be deposited at Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA not less than 48 hours before the time of holding the meeting.
3. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them. If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name and address of your proxy on the dotted line. The change should be initialled.
4. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
5. Completion and return of the form of proxy will not preclude shareholders from attending the Annual General Meeting and voting in person if they wish to do so.
6. The register of interests of the directors and their families of the share capital of the Company and copies of contracts of service of directors with the Company or with any of its subsidiary undertakings will be available for inspection at the registered office of the Company during normal business hours (Saturdays and public holidays excepted) from the date of this notice until the conclusion of the Annual General Meeting.
7. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members not later than 48 hours before the time fixed for the meeting or any adjournment of the meeting, shall be entitled to attend and vote at the meeting

**EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING
("AGM") OF ACCESS INTELLIGENCE PLC (THE "COMPANY")**

At the AGM, resolutions will be proposed as explained below.

Resolution 1 — Receiving the accounts

An ordinary resolution will be proposed that the report of the directors and the accounts for the year ended 30 November 2009 together with the report of the auditors on those accounts be received and adopted.

Resolution 2 — Re-election of Mr Jeremy Hamer as a director of the Company

An ordinary resolution will be proposed to re-elect Mr Jeremy Hamer, who is retiring by rotation and, being eligible, offers himself for re-election as a director of the Company.

Resolution 3 — Reappointment of auditors

An ordinary resolution will be proposed that Mazaars LLP be reappointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and that their remuneration be fixed by the directors of the Company (the "directors") from time to time.

Resolution 4 — Auditors' Remuneration

An ordinary resolution will be proposed that the auditors' remuneration be fixed by the directors of the Company (the "directors") from time to time.

Resolution 5 — Authority to disapply Authorised Share Capital

The Companies Act 2006 (the "2006 Act") abolishes the requirement for a company to have an authorised share capital and the New Articles to be adopted pursuant to Resolution 8.2 reflects this. However, a company which was incorporated prior to 1 October 2009 will still be restricted in terms of the amount of shares the board may allot by reference to its "authorised share capital", which imposes a limit on such allotments until such limit is disapplied by ordinary resolution. This resolution therefore allows the directors to allot shares above the authorised share capital. It is important to note that the directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the 2006 Act, save in respect of employee share schemes.

Resolution 6 — Authority to allot shares and grant Rights

The board intends to continue the growth of Access Intelligence both organically and by acquisition, with an emphasis on developing recurring revenues and building compliance related solutions. The board is therefore seeking further allotment authorities in order to give the board the ability to raise equity finance to fund such acquisitions. The board is committed to increasing overall shareholder value.

An ordinary resolution will therefore be proposed giving the directors authority pursuant to section 551 of the 2006 Act to exercise all powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares up to a maximum aggregate nominal amount of £600,000 to such persons at such times and upon such terms and conditions as the directors may determine (subject always to the articles of association of the Company).

Such authority will, unless renewed, varied or revoked, expire at the conclusion of the Annual General Meeting of the Company to be held in 2011.

Resolution 7 — Authority to disapply pre-emption rights

Subject to the passing of resolution 6, a special resolution will be proposed to empower the directors to allot equity securities pursuant to the authority conferred by resolution 6 as if the pre-emption rights set out in section 561(1) of the 2006 Act did not apply, in respect of the following matters:

- (a) the allotment of equity securities in connection with an offer of such securities by way of a rights issue or other issues pro rata to existing entitlements to holders of relevant equity securities in proportion (as nearly as may be) to the respective amounts of equity securities held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or legal or practical difficulties under the laws of any territory or the requirements of any regulatory body, stock exchange or other authority in any jurisdiction; and
- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to a maximum aggregate nominal amount of £400,000 representing approximately 31.65% of the current issued share capital of the Company.

Such authority will, unless renewed, varied or revoked, expire at the conclusion of the Annual General Meeting of the Company to be held in 2011.

Resolution 8 — Adoption of new Articles of Association

A special resolution will be proposed to adopt new articles of association (the “**New Articles**”) to take advantage and account of the 2006 Act relating, *inter alia*, to electronic communications, disclosure of interests in shares, directors’ duties, shareholder meetings and proxies.

Copies of the Company’s existing articles of association (the “**Existing Articles**”) and the New Articles will be available for inspection during normal business hours at the registered office of the Company until the date of the AGM or upon request of the Company Secretary. Copies will also be available at the AGM until its conclusion.

The material differences between the Existing Articles and the New Articles are summarised below. Changes of a minor, conforming or purely technical nature have not been mentioned specifically.

(a) The Company’s objects

The provisions regulating the operations of the Company are currently set out in the Company’s memorandum and articles of association. The Company’s memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The 2006 Act significantly reduces the constitutional significance of a company’s memorandum. The 2006 Act provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the Company. Under the 2006 Act, the objects clause and all other provisions which are contained in a Company’s memorandum, for existing companies at 1 October 2009, are deemed to be contained in the Company’s articles of association but the Company can remove these provisions by special resolution.

Furthermore, the 2006 Act states that unless a Company’s articles of association provide otherwise, a Company’s objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the 2006 Act, are treated as forming part of the Company’s articles of association as of 1 October 2009. Resolution 8(a) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company’s memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

(b) Voting by and appointment of proxies

The 2006 Act provides that each proxy appointed by a member has one vote on a show of hands, unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one of more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles remove provisions in the Existing Articles that only permitted members personally present at the meeting (or, being a corporation, present by a duly appointed representative) to have a vote on a show of hands and therefore effectively precluded proxies voting on a show of hands. The New Articles also permit members to appoint more than one proxy to attend on the same occasion and appoint different proxies to exercise the rights attaching to different shares held by that member.

(c) Voting by corporate representatives

The 2006 Act enables multiple representatives to be appointed by the same corporate member and to vote in different ways on a show of hands and a poll. The New Articles contain provisions which permit the appointment of multiple corporate representatives but do not specifically deal with voting by corporate representatives on the basis that these are dealt with in the 2006 Act.

(d) Notice of general meetings

The Existing Articles require the Company to give 21 clear days’ notice of general meetings at which a special resolution is proposed. Pursuant to the 2006 Act a company may convene all general meetings which are not Annual General Meetings on 14 clear days’ notice and the New Articles amend the provisions applicable to the Company convening general meetings to reflect this.

In addition, the time limits for the appointment or termination of a proxy appointment have been altered by the 2006 Act so that the articles cannot provide that they should be received more than 48 hours before the meeting or in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. The New Articles reflect all of these new provisions.

(e) Conflicts of interest

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The 2006 Act also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors.

(g) Electronic and web communications

Provisions of the 2006 Act which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The New Articles allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the provisions relating to website communications. Before the Company can communicate with a member by means of a website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company must then notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information. Whilst the New Articles will permit the Company to communicate with shareholders via electronic means, the Company does not envisage doing so in the short-term, but may wish to do so in the future where this would result in significant cost savings.

(h) Notice of refusal to register transfer and suspension of transfers

Where the directors refuse to register a transfer of shares, in accordance with the 2006 Act, the New Articles oblige them to send the transferee notice of their refusal as soon as practicable and, in any event, within two months after the date on which the instrument of transfer was lodged with the Company together with the reasons for the refusal, as required by the 2006 Act.

The Existing Articles permit the directors to suspend the registration of transfers. Under the 2006 Act share transfers must be registered as soon as practicable. The power in the Existing Articles to suspend the registration of transfers is inconsistent with this requirement. Accordingly, this power has been removed in the New Articles.

(i) Directors' indemnities

The 2006 Act has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies. The indemnity provisions in the New Articles have been amended to reflect the 2006 Act position.

(j) Execution of documents

Since 6 April 2008, the 2006 Act has provided for documents (whether they are simple contracts or deeds) to be executed by a company in one of three ways: (a) by affixing its common seal; or (b) by a director and secretary of a company or two directors of a company each signing the document on behalf of the company; or (c) by the document being signed on behalf of a company by a director in the presence of a witness who attests the signature. The New Articles reflect these provisions of the 2006 Act.

Access Intelligence Plc

(Incorporated and registered in England and Wales with registered number 4799195)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We, whose name(s) is/are shown below, being (a) member(s) of Access Intelligence Plc **HEREBY APPOINT** the Chairman of the Meeting or (see note 2)

(in BLOCK CAPITALS) of

as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the registered office of the Company at 32 Bedford Row, London, WC1R 4HE at 10 am on Wednesday 14 April 2010 and at any adjournment thereof.

Enter the number of shares in relation to which your proxy is authorised or leave box blank to authorise your proxy to act in relation to your full voting entitlement.

I/We direct that my/our vote(s) be cast on the resolutions to be considered at the meeting as indicated by an "X" in the appropriate space below. In the absence of any specific direction, my/our proxy may vote or abstain as he/she thinks fit.

| ORDINARY RESOLUTIONS | FOR | AGAINST | VOTE WITHHELD |
|---|-----|---------|---------------|
| 1. To receive and adopt the financial statements and reports of the directors and auditors for the financial period ended 30 November 2009. | | | |
| 2. To reappoint Jeremy Hamer as a director of the Company. | | | |
| 3. To reappoint Mazars LLP as auditors of the Company. | | | |
| 4. To authorise the directors to agree the remuneration of the auditors of the Company. | | | |
| 5. That the restriction on share allotments by virtue of the previous authorised share capital limit of the Company be disapplied. | | | |
| 6. That the directors of the Company be authorised to allot shares and grant rights to subscribe for and convert securities into shares up to a nominal amount of £600,000. | | | |
| SPECIAL RESOLUTIONS | FOR | AGAINST | VOTE WITHHELD |
| 7. To authorise the directors of the Company, pursuant to section 570 of the Act, to allot equity securities as if section 561(1) of the Act did not apply. | | | |
| 8. To adopt new articles of association. | | | |

Dated Signature (see Note 9)

Full name(s) in which shares are registered (in BLOCK CAPITALS)

Notes:

- A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. 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 proxy need not be a member of the Company.
- If you wish to appoint a proxy other than the Chairman of the meeting, cross out the words "the Chairman of the meeting" on the Form of Proxy and write the full name(s) and address of your proxy(ies) on the dotted line.
- To appoint more than one proxy you may photocopy this form indicating on each copy the 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). All forms of proxy must be signed and should be returned together in the same envelope.
- If you wish to direct your proxy how to vote (or not to vote) on any resolution, place a mark ("X") in the "For"; "Against" or "Vote Withheld" box for the relevant resolution. The vote withheld option is provided 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 votes "For" and "Against". In the absence of instructions, the person(s) you have appointed as your proxy(ies) may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
- To be effective, this Form of Proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of such power or authority) and lodged at 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 by the Company's registrars not less than 48 hours before the time fixed for the meeting.
- In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. 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 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.
- Completion and return of this Form of Proxy will not preclude a shareholder from attending and voting in person at the meeting.
- This form must be signed and dated by the member of the Company or his/her attorney duly authorised in writing. In the case of a corporation, the form of proxy must be given under its common seal or signed on its behalf by a duly authorised officer or attorney. Any alteration to this Form of Proxy must be initialled.
- If you submit more than one valid proxy appointment in respect of the same share(s), the appointment received last before the latest time for receipt of proxies will take precedence.

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BUSINESS REPLY SERVICE
Licence No. BM 3865



Neville Registrars Limited
Neville House
18 Laurel Lane
Halesowen
WEST MIDLANDS
B63 3BR

First fold

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