



This notice is important and requires your immediate attention. If you are in doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial advisor duly authorised under the Financial Services and Markets Act 2000.

If you sell or transfer or have sold or transferred all of your ordinary shares in the capital of the Company ("Shares") please forward this document, with the accompanying appendices, as soon as possible to the purchaser or transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for delivery to the buyer or transferee. If you sell or transfer or have sold or transferred only part of your holding in Shares you should retain this document and consult the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Shareholders must comply with all applicable laws and regulations in force in any jurisdiction in which they purchase, offer or sell the Shares or possess or distribute this document. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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 2.30pm on Monday 22 April 2013 for the following purposes:

Ordinary Business

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

1. To receive and adopt the accounts for the financial year ended 30 November 2012 together with the directors' report and the auditors' report.
2. To re-elect Joanna Arnold as a director of the Company.
3. To re-elect Ray Jackson as a director of the Company.
4. To reappoint Mazars LLP as the auditors of the Company.
5. To authorise the directors to agree the remuneration of the auditors of the Company.
6. To declare a final dividend of 0.05 pence per ordinary share in respect of the year ended 30 November 2012 payable on 26 April 2013 to shareholders on the register at the close of business on 22 March 2013.
7. To resolve that the directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 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 ("Rights") up to an aggregate nominal amount of £500,000, including without limitation pursuant to any Rights existing on or before the date of this Resolution, provided that this authority shall expire at the next Annual General Meeting unless renewed, varied or revoked by the Company prior to or on that date save that the Company may before such expiry make an offer or agreement which would or might require shares in the Company and/or Rights to be allotted after such expiry and the directors may allot shares in the Company and/or Rights in pursuance of such offer or agreement as if this authority had not expired and so that this authority is in substitution for and shall replace all existing authorities pursuant to Section 551 of the Companies Act 2006 which, to the extent not exercised prior to the passing of this Resolution, are hereby revoked.

Special Business

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

8. That, subject to the passing of Resolution 7 and in place of all existing powers, the directors be and are hereby authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (within the meaning of Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by Resolution 9 as if Section 561(1) of the Companies Act 2006 did not apply to such allotment provided that this power shall be limited to:

(i) the allotment of equity securities in connection with an offer of equity securities by way of a rights issue and open offer only to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(ii) allotments of equity securities (otherwise than pursuant to sub-paragraph 8(i) above) up to an aggregate nominal amount of £300,000, including without limitation pursuant to any warrants, options and/or rights to subscribe for equity securities existing on or before the date of this Resolution, and shall expire on the date of the next Annual General Meeting unless renewed, varied or revoked by the Company prior to or on that date 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 equity securities in pursuance of such offer or agreement as if this power had not expired.

9. That, the Company be generally and unconditionally authorised pursuant to Article 2.10 of the Articles of Association of the Company and pursuant to Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 0.5 pence each in the capital of the Company (the "Shares") provided that:

(i) the maximum number of Shares hereby authorised to be purchased is 11,400,000 (being approximately 5% of the current issued ordinary share capital of the Company);

(ii) the minimum price (excluding expenses) which may be paid for such Shares is 0.5 pence per ordinary share being the nominal value thereof;

(iii) the maximum price (excluding expenses) which may be paid for such Shares shall not be more than 5% above the average of the middle market quotations for the Shares as derived from the AIM Appendix of the Daily Official List of London Stock Exchange plc for the five business days immediately preceding the day on which the contract for purchase is made; and such authority shall expire 15 months from the date of passing this Resolution or at the conclusion of the next AGM of the Company in 2014 whichever is earlier provided that the Company may before such expiry make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry and the Company may make a purchase of its own shares in pursuance of such contract as if the authority conferred hereby had not expired.

10. To authorise the Directors to amend the Articles to bring them in line with the Companies Acts 2006 allowing electric communication

11. To authorise future documents and information, being those normally issued in paper form, to be issued via our website or in electronic form

By order of the board

[K Dhoot](#)

Director

21 March 2013

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. In the case of joint holders, 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 and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

7. Subject to complying with the provisions of the Companies Act 2006 (as amended) and the Articles of Association of the Company, any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

8. 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.

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.