

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. It contains the resolutions to be voted on at the Company's Annual General Meeting to be held on (insert date). If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who is authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all your ordinary shares in the Company, please forward this document and the form of proxy for use in relation to the Annual General Meeting of the Company, as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred some of your ordinary shares in the Company, you should consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN that the Annual General Meeting of Enfis Plc will be held on 21<sup>st</sup> May at 1.30pm. The meeting will be held at the Enfis offices, Technium 2, Kings Road, Swansea, SA1 8PJ**

To consider and, if thought fit, to pass Resolutions 1 to 6 (inclusive) as **ORDINARY RESOLUTIONS** of the Company:

1. **THAT** the Annual Report and Accounts for the year ended 31.12.2009 be received.
2. **THAT** the auditors be reappointed and the directors authorized to set the auditors remuneration.
3. **THAT** Simon Gibson, whose biography can be found at Annex 1 to this notice, be reappointed as a director.
4. **THAT** Drew Nelson, whose biography can be found at Annex 2 to this notice, be reappointed as a director.
5. **THAT** Ceri Jones, whose biography can be found at Annex 3 to this notice, be reappointed as a director.

6. **THAT** the directors be and are authorized generally and unconditionally, for the purpose of section 551 of the Companies Act 2006 (the “Act”), to exercise all the powers of the Company to allot shares up to a maximum aggregate nominal amount equal to £2,500,000 to such persons and on such terms as they think proper during the period expiring at the end of the next Annual General Meeting of the Company, but the Company may before such expiry require shares to be allotted after such expiry and the directors may allot such shares in pursuance of such an offer or agreement as if the authority conferred had not expired.

To consider and, if thought fit, to pass Resolution 7 as a **SPECIAL RESOLUTION** of the Company:

7. **THAT** the directors be and are empowered pursuant to section 570 of the Act, to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authority conferred by the resolution 6 above as if section 561 of the Act did not apply to any such allotment, provided that this power be limited to:
  - a. The allotment of equity securities for cash up to an aggregate nominal amount of £75,814.32, such amount being equivalent to 5 per cent of the Company’s issued share capital.

BY ORDER OF THE BOARD

**Giles Davies**

**Company Secretary**

**Notes:**

**Entitlement to attend and vote**

- (1) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 19 May 2010 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6.00 p.m. on 19 May 2010 or, if this meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at this Annual General Meeting.

**Appointment of proxies**

- (2) A shareholder entitled to attend and vote at this Annual General Meeting is entitled to appoint one or more proxies to exercise all or any of his/her rights to attend, speak and vote at the Annual General Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- (3) A proxy does not need to be a shareholder of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
- (4) You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you should contact Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
- (5) A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
- (6) The notes to the proxy form explain how to direct your proxy, how to vote on each resolution or how to withhold their vote.
- (7) To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
- received by Capita Registrars no later than 48 hours before the time of the Annual General Meeting or any adjournment thereof.

In the case of a shareholder which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

The original of any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### **Appointment of proxy by joint shareholders**

- (8) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### **Changing proxy instructions**

- (9) To change your proxy instructions simply submit a new proxy form using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the proxy form and would like to change the instructions using another proxy form, please contact Capital Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### **Termination of proxy appointments**

- (10) In order to revoke a proxy instruction you will need to send a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the registered office of the Company. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. The original of any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by the Company no later than 6 p.m. on 19 May 2010.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

- (11) In order to facilitate voting by corporate representatives at the Annual General Meeting, arrangements will be put in place at the Annual General Meeting.

Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - [www.icsa.org.uk](http://www.icsa.org.uk) - for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a

corporate representative as described in (a) above. **The Institute of Chartered Secretaries and Administrators recommends the use of multiple proxies wherever possible in favour of corporate representatives.**

#### **Documents on display**

- (12) The Memorandum and current Articles of Association of the Company are available for inspection on any day (except Saturday, Sunday and Bank Holidays) up to and including the date of this Annual General Meeting during usual business hours at the registered office of the Company and will, on the date of this Annual General Meeting, be available for inspection at the meeting from 10.15 a.m. until the conclusion of the meeting.

#### **Recommendations**

- (13) The directors consider that the proposals set before the meeting are in the best interests of the Company and its shareholders in general and are most likely to promote the success of the Company for the benefit of its shareholders as a whole. The directors therefore unanimously recommend that you vote in favour of all of the resolutions set out above as they intend to do in respect of their own beneficial holdings.

## **ANNEX 1 – Simon Gibson Biography**

Simon is Chairman of Wesley Clover Corporation, North America and Europe. Before joining Wesley Clover, he was co-founder, President and CEO of Ubiquity Software Corporation.

Ubiquity is a pioneer in the creation of SIP based telecommunications services for global Service Providers. Ubiquity was named Innovator of the year in 2001 by the British Venture Capital Association. Current private company directorships include Wesley Clover Corporation, The Celtic Manor Resort, Newport Networks, Ubiquity Software, and Enfis. Simon is a member of the Mitel Networks Advisory Board and a Director of IQE plc.

Simon has also served as Vice President of Marketing and Communications at Newbridge Networks in Kanata, Ontario, Canada. His early professional career was spent in the UK and the USA at Mitel, Ericsson and BT. Simon has been the recipient of four national R&D awards and was made an Officer of the Order of the British Empire (OBE) for his services to industry and to the community in South Wales in the 1999 Queen's Birthday Honours list.

He has been advisor to several government bodies including the National Economic Research Advisory Panel, a member of the Board of the Welsh Development Agency and the Welsh Electronics Forum. He is a Regent of Harris Manchester College at the University of Oxford

## **ANNEX 2 – Dr Drew Nelson Biography**

Dr Nelson was educated at the University of Sheffield, where he obtained an Honours Degree (1st Class) in Electronic Engineering and subsequently a PhD in Semiconductor Technology.

From 1981 he worked at British Telecom Research Labs, leading a group which pioneered the MOVPE technology of semiconductor lasers for optical fibre communications for BT & D Technologies (now Agilent). In 1988 Dr Nelson co founded Epitaxial Products International Limited (EPI), subsequently becoming CEO and Chairman in 1992.

When EPI merged with QED in April 1999, to form IQE, Dr Nelson became Executive Chairman. IQE became a public company when it was floated on EASDAQ in May 1999. A secondary offering and placing on the London Stock Exchange (TechMARK) was made in May 2000 to fund a major expansion programme at both UK and US sites of IQE plc.

Dr Nelson has been actively involved in several Government and Industry Advisory Groups, has published over 50 papers and articles and made over 60 conference presentations.

Dr Nelson is also Chairman of the Welsh Electronics Forum, which is an industry based organisation, formed in 1998, to co-ordinate and represent the views of the Electronics Industry in Wales and develop a strategy to further strengthen the sector and market its competitiveness globally in conjunction with the Welsh Development Agency and National Assembly for Wales. In July 2000, Dr. Nelson was awarded a silver medal by the Royal Academy of Engineering for his contribution to British Engineering and was awarded the OBE for services to the Electronics Industry in the Queen's Birthday Honours, 2001. In 2004 he was elected as a Fellow of the Royal Academy of Engineering. Dr Nelson is also a non-executive director of the Welsh Development Agency and the Cardiff Partnership Fund

### **ANNEX 3 – Ceri Jones Biography**

Ceri Jones has over 20 years experience building successful high technology and manufacturing businesses. He was Managing Director and joint owner of a software business from early 2000 until its trade sale in 2005/6. From 1990 until 2000 he was Group Finance Director of Hicking Pentecost PLC, an industrial products company acquired by Coats PLC in 1999. Ceri is a Chartered Accountant and began his working career with KPMG and Ernst and Young.