

Notice of Annual General Meeting

Notice is hereby given that the fifth Annual General Meeting of Provexis plc (the "Company") will be held at the Harte & Garter Hotel, High Street, Windsor, Berkshire SL4 1PH at 2.00pm on 10 September 2009 for the purpose of considering and, if thought fit, passing the following resolutions of which resolutions numbered 1 to 7 inclusive will be proposed as ordinary resolutions and the resolutions numbered 8 to 10 inclusive will be proposed as special resolutions.

Ordinary Business

1. That the annual financial statements for the year ended 31 March 2009 and the reports of the Directors and auditors thereon be received.
2. That BDO Stoy Hayward LLP be re-appointed as auditors of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.
3. That the Directors be authorised to agree the auditors' remuneration.
4. That Steven Morrison, who is vacating office having been appointed a Director by the board, be re-elected as a Director.
5. That Stephen Moon, who retires by rotation in accordance with the Articles of Association of the Company, be re-elected as a Director.
6. That Jonathan Diggines, who retires by rotation in accordance with the Articles of Association of the Company, be re-elected as a Director.

Special Business

7. That the Directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Companies Act 1985) up to an aggregate nominal amount of £273,129.27, provided such power shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2010 or 15 months after the passing of this resolution, whichever first occurs (unless previously renewed, varied or revoked by the Company in general meeting) but the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired. This authority is in substitution for all subsisting authorities, to the extent unused.
8. That, subject to the passing of resolution 7, the Directors be and they are hereby generally empowered pursuant to section 95 of the Companies Act 1985 (the "Act") to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) wholly for cash pursuant to the authority conferred by resolution 7 as if section 89(1) of the Act did not apply to the allotment. This power is limited to the allotment of equity securities:
 - a) where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:
 - i. to deal with equity securities representing fractional entitlements; and
 - ii. to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
 - b) for cash otherwise than pursuant to paragraph (a) up to an aggregate nominal amount of £40,969.39,

and shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2010 or 15 months after the passing of this resolution, whichever first occurs (unless previously renewed, varied or revoked by the Company in general meeting) but 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 that offer or agreement as if the authority conferred by this resolution had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94 (3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 7" were omitted.

9. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 0.1p each in the capital of the Company provided that:
- a) the maximum number of ordinary shares that may be purchased is 40,969,390 (representing 5% of the Company's issued ordinary share capital);
 - b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 0.1p;
 - c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is an amount equal to 105% of the average of the middle market quotations of an ordinary share of the Company taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased;
 - d) the authority conferred by this resolution shall expire on the conclusion of the next Annual General Meeting of the Company to be held in 2010 or twelve months after the passing of this resolution, whichever first occurs (unless previously renewed, varied or revoked by the Company in general meeting); and
 - e) the Company may, before such expiry, enter into one or more contracts to purchase ordinary shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.
10. That the form of the Articles of Association produced to the meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as the new Articles of Association of the Company, with effect from the end of this Annual General Meeting, in substitution for and to the exclusion of all existing Articles of Association.

By order of the Board

Ian Ford
Company Secretary
8 June 2009

Registered office
Thames Court
1 Victoria Street
Windsor
Berkshire SL4 1YB

Notes concerning the Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:

1.1 6.00 p.m. on 8 September 2009; or

1.2 if this annual general meeting is adjourned, 48 hours before the time of any adjourned meeting,

shall be entitled to attend and vote at the annual general meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the annual general meeting and you should have received a proxy form with this notice of 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 member 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 each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share and the proxy last delivered (regardless of its date or the date of its execution) shall be treated as replacing and revoking the others as regards that share, if the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share.
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 you indicate on your proxy form that your proxy "may abstain from voting at his or her discretion" or 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.

Proxy form

6. To appoint a proxy using the proxy form, the form must be:
 - 6.1 completed and signed;
 - 6.2 sent or delivered to Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZL;
 - 6.3 received by Equiniti Limited no later than 10.00 a.m. on 8 September 2009 or if this annual general meeting is adjourned or a poll is taken subsequent to the date of this meeting not less than twenty-four hours before the time appointed for the taking of the poll or the adjourned meeting (excluding weekends and bank holidays); and
 - 6.4 in the case of a member which is a company, executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
7. 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 accompany the proxy form.

Resolution 1 – Annual Financial Statements

The Directors are obliged to lay the annual financial statements before the Company in general meeting.

Resolution 2 – Appointment of Auditors

The Company is required to appoint auditors at each Annual General Meeting at which accounts are laid. This resolution proposes the re-appointment of BDO Stoy Hayward LLP as auditors.

Resolution 3 – Remuneration of Auditors

This resolution authorises the Directors to agree the remuneration of BDO Stoy Hayward LLP as auditors of the Company.

Resolution 4 – Appointment of Director

Under the provisions of the Company's Articles of Association any director appointed by the board shall be eligible for re-election. Steven Morrison, being eligible, offers himself for re-appointment. Steven Morrison was first appointed to the Board in 2008, and he was most recently Global Project Leader with Ipsen Limited, the French pharmaceutical business. Prior to Ipsen Steven was Director, R&D Project Management with Shire Pharmaceutical Development Limited.

Resolutions 5 and 6 – Retirement by rotation

Under the provisions of the Company's Articles of Association, at every Annual General Meeting one-third of the Directors (or the number nearest to and less than one third) shall retire from office and it has been determined at the start of business on today's date, that Stephen Moon and Jonathan Diggines shall retire by rotation and that, being eligible, they offer themselves for re-appointment.

Stephen Moon, the Company's Chief Executive, was first appointed to the Board in 2004. Stephen has over 20 years' senior cross-functional experience in the grocery brands industry, and he was formerly the Strategy Planning and Worldwide Business Development Director for GlaxoSmithKline's Nutritional Healthcare business. Stephen holds an MBA from Ashridge Management College.

Jonathan Diggines MA, a Non-executive Director of the Company, was first appointed to the Board in 2007. Jonathan is Chief Executive of Enterprise Ventures Limited, which manages The RisingStars Growth Fund. The RisingStars Growth Fund is a 14.0% shareholder in the Company. Jonathan, who is a solicitor, joined Enterprise Ventures in 2005 as Chief Executive, after fifteen years with Murray Johnstone Private Equity, where, as Managing Director, he managed substantial private equity and venture funds.

Resolution 7 – Authority to allot shares

Under section 80 of the Companies Act 1985, the directors of a company may only allot unissued shares and other "relevant securities" if authorised to do so. This resolution, if passed, will give the Directors flexibility to issue shares on short notice without the need to hold an EGM, and renews the section 80 authority given on 2 October 2008.

Resolution 7 is an ordinary resolution which will allow the Directors to allot new shares up to a nominal value of £273,129.27 which is equivalent to one third of the total issued ordinary share capital as at the date of this Notice. The Directors have no current intention of exercising this authority.

This authority will expire at the conclusion of the next Annual General Meeting or fifteen months from the date of the resolution, whichever is the earlier.

Resolution 8 – Disapplication of pre-emption rights

If equity securities are to be allotted for cash, section 89(1) of the Companies Act 1985 (the "Act") requires that those equity securities are offered first to existing shareholders in proportion to the number held by them at the time of the offer and otherwise in compliance with the technical requirements of the Act. However, it may be in the interests of the Company for the Directors to allot shares other than to shareholders in proportion to their existing holdings or otherwise than strictly in compliance with those requirements.

Resolution 8 is a special resolution which, if passed, would allow the Directors, pursuant to section 95 of the Act, to allot shares for cash without first offering them to shareholders in accordance with that Act. This power is limited to the allotments of equity securities for cash up to a maximum nominal amount of

£40,969.39, which is equivalent to 5% of the total issued ordinary share capital of the Company as at the date of this Notice, and allotments of equity securities in connection with a rights issue or other offer to shareholders, subject to the Directors' ability to make arrangements to deal with certain legal or practical problems arising in connection with such offer. This power will expire on the conclusion of the next Annual General Meeting or fifteen months from the date of the resolution, whichever is the earlier. This renews the power given on 2 October 2008.

Resolution 9 – Authority to purchase own shares

The Companies Act 1985 permits a company to purchase its own shares provided the purchase has been authorised by the company in general meeting. To provide the Directors with flexibility for the forthcoming year this authority is being sought at the Annual General Meeting.

Resolution 9 is a special resolution which, if passed, would give the Company the authority to purchase its own issued ordinary shares at a price of not less than 0.1p per share and not more than 105% above the average of the middle market quotations of the Company's shares as shown in the London Stock Exchange Daily Official List for the five dealing days before the purchase is made. The authority would be to purchase a maximum of 5% of the Company's issued share capital as at the date of this Notice and would expire at the end of the next Annual General Meeting or fifteen months from the date of the resolution, whichever is the earlier.

The Directors would not make purchases unless they believed that the purchase was generally in the best interests of the shareholders and unless (except in the case of purchases intended to satisfy obligations under share schemes) the expected effect of the purchase would be to increase earnings per share of the remaining shares. Any shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the Directors as being in the best interests of the shareholders at the time. The Directors have no present intention of making such purchases. This renews the power given on 2 October 2008.

Resolution 10 – Adoption of new Articles of Association

It is proposed in resolution 10 to adopt new articles of association (the "New Articles") in order to approve a number of amendments to our articles of association primarily to reflect the implementation of certain provisions of the Companies Act 2006. A summary of the main proposed changes are as follows:

Redeemable preference shares: At present if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

Convening extraordinary and annual general meetings: The provisions in the articles of association dealing with the convening of general meetings and the length of notice to convene general meetings are being amended to conform to provisions in the Companies Act 2006. In particular an extraordinary general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.

A copy of the proposed New Articles is available for inspection at Arbuthnot Securities, Arbuthnot House, 20 Ropemaker Street, London EC2Y 9AR during business hours on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this notice until the close of the meeting. It will also be available at the Harte & Garter Hotel, High Street, Windsor, Berkshire SL4 1PH from 1.30pm on 10 September 2009 until the end of the meeting.

Incorporated and registered in England and Wales under the Companies Act 1985, with registered number 05102907

For use at the Annual General Meeting to be held at the Harte & Garter Hotel, High Street, Windsor, Berkshire SL4 1PH at 2.00pm on 10 September 2009.

I/We(name(s) in full – BLOCK LETTERS)

of(full postal address – BLOCK LETTERS)

being (a) member(s) of Provexis plc (the "Company") in respect ofordinary shares of 0.1p each in the capital of the Company, hereby appoint the Chairman of the meeting or (see note 5)

as my/our proxy for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 2.00pm on 10 September 2009 at the Harte & Garter Hotel, High Street, Windsor, Berkshire SL4 1PH, or at any adjournment thereof. This form of proxy relates to the resolutions referred to below, a resolution to adjourn the meeting and any other business transacted at the meeting.

I/We instruct my/our proxy to vote as follows:

	For	Against
ORDINARY BUSINESS		
1. Receive the accounts of the Company for the year ended 31 March 2009 and the reports of the Directors and auditors thereon (ordinary resolution).		
2. Appoint BDO Stoy Hayward LLP as auditors of the Company (ordinary resolution).		
3. Authorise the directors to agree the auditors' remuneration (ordinary resolution).		
4. Elect Steven Morrison as Director (ordinary resolution).		
5. Elect Stephen Moon as Director (ordinary resolution).		
6. Elect Jonathan Diggines as Director (ordinary resolution).		
SPECIAL BUSINESS		
7. Authority for the Directors to allot ordinary shares (ordinary resolution).		
8. Authority for the Directors to allot equity securities for cash otherwise than on a pre-emptive basis (special resolution).		
9. Authority for the Company to make market purchases (special resolution).		
10. Approve the adoption of new Articles of Association of the Company (special resolution)		

Please indicate by a cross in the box how you wish your proxy to vote. Subject to any voting directions so given the proxy will exercise his discretion as to how to vote, or whether to abstain from voting on the above resolutions, on any resolution to adjourn the meeting and on any other business that may properly come before the meeting.

Dated2009

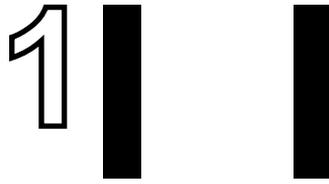
Signature(s) or common seal

Notes:

- To be valid, this form of proxy, together with any power of attorney or other written authority under which it is signed, (or notarially certified copy thereof or a copy certified in accordance with the Powers of Attorney Act 1971 of such power or written authority) must be completed, signed and deposited with Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL so as to arrive at least 48 hours before the time of the meeting or any adjournment thereof.
- In the event that a poll is demanded at the meeting, and such poll is taken more than 48 hours thereafter, this form of proxy may be returned to Equiniti Limited at the address in note 1 above so as to arrive not later than 24 hours before the time appointed for such poll. In the event that a poll is demanded at the meeting, and such poll is not taken forthwith but is taken less than 48 hours after the meeting this form of proxy may be delivered at the meeting to the chairman or to the secretary or to a director. In calculating the periods mentioned in this note 2 no account shall be taken of any part of the day which it is not a working day.
- In the case of a corporation this form of proxy must be under its common seal or under the hand of an officer or other person so authorised.
- In the case of joint holders, any one of them may sign. The vote of the senior joint holder 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.
- You may appoint one or more proxies of your choice. If you require any proxy, other than the chairman of the meeting, delete the words "the chairman of the meeting", add the name of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Company and is entitled to vote on any other business which may properly come before the meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
- Any alteration to this form of proxy must be initialled.
- Returning the completed form of proxy will not prevent the holder from attending and voting at the meeting in person, should he so wish.
- Pursuant to regulation 41 of the Uncertificated Securities Regulation 2001, only persons entered on the register of members of the Company at 6.00 pm on 8 September 2009, or if the meeting is adjourned, 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting or adjourned meeting. Changes to entries on the register after this time shall be disregarded in determining the rights of persons to attend or vote (and the number of votes they may cast) at the meeting or adjourned meeting.



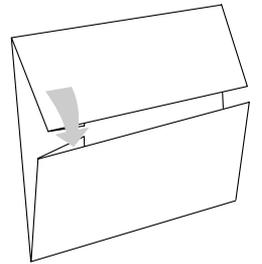
Business Reply
Licence Number
SEA 10846



Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6ZL

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first fold



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