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**12 March 2010**

**Recommended proposal for the acquisition of Xploite plc ("Xploite") by Avisen plc ("Avisen") to be implemented by means of a Scheme of Arrangement**

**POSTING OF SCHEME DOCUMENT**

On 11 March 2010, the directors of Xploite and Avisen announced that they had reached agreement on the terms of a recommended Proposal under which Avisen will acquire the entire issued and to be issued share capital of Xploite, to be implemented by means of a scheme of arrangement (the "**Scheme**") under Part 26 of the Companies Act 2006 (the "**Act**").

Capitalised terms used in this announcement shall have the same meaning as ascribed in the announcement dated 11 March 2010 unless the context otherwise requires.

The board of Xploite is pleased to announce that the scheme document (the "**Scheme Document**") containing, inter alia, the terms and conditions of the Scheme, an explanatory statement (in compliance with section 897 of the Act), notices of the Court Meeting and General Meeting of Xploite, a timetable of principal events, and details of the actions to be taken by Xploite Shareholders is today being posted to all Xploite Shareholders.

As described in the Scheme Document, the Scheme and the Proposal are subject to the satisfaction (or, where applicable, waiver) of the Conditions set out in Part IV of the Scheme Document. In addition, the implementation of the Scheme will require approval by a special resolution of Xploite Shareholders to be proposed at the General Meeting. In order to become effective, the Scheme must be approved by Scheme Shareholders at the Court Meeting (at which voting will be conducted by way of a poll). The approval required at the Court Meeting is a majority in number of those Scheme Shareholders present and voting, whether in person or by proxy, representing not less than 75 per cent. in value of the Scheme Shares held by such Scheme Shareholders.

The expected timetable of principal events is \*:

<b>Event</b>	<b>Time and/or date <sup>1</sup></b>
Latest time for lodging BLUE Forms of Proxy for the Court Meeting <sup>2</sup>	11.00 a.m. 4 April 2010
Latest time for lodging WHITE Forms of Proxy for the General Meeting	11.15 a.m. 4 April 2010
Voting Record Time for the Meetings <sup>3</sup>	6.00 p.m. 4 April 2010
Avisen General Meeting	10.00 a.m. on 6 April 2010
Court Meeting	11.00 a.m. 6 April 2010
General Meeting <sup>4</sup>	11.15 a.m. 6 April 2010
Last day of dealings in and registration of transfers in CREST of Xploite Shares	12 April 2010
Disablement in CREST of Xploite Shares	7.00 a.m. 13 April 2010
Xploite Shares suspended	7.00 a.m. 13 April 2010
Scheme Court Hearing	13 April 2010

Scheme Record Time	6.00 p.m. 14 April 2010
Reduction Court Hearing	15 April 2010
<b>Effective Date of the Scheme</b>	<b>15 April 2010</b>
Cancellation of admission of Xploite Shares on AIM	7.00 a.m. 16 April 2010
Admission of the New Avisen Shares to trading on AIM	8.00 a.m. 16 April 2010
Crediting of New Avisen Shares to CREST accounts	16 April 2010
Latest date for despatch of the share certificates of the New Avisen Shares to be issued to Xploite Shareholders	29 April 2010

\* Please note that certain dates have changed since the announcement on 11 March 2010.

1. The dates and times above are indicative only and will depend, inter alia, on the date on which: (i) the Conditions are either satisfied or waived (to the extent they are capable of being waived); (ii) the Court sanctions the Scheme and confirms the associated Reduction of Capital; and (iii) the Reduction of Capital is registered by the Registrar of Companies in England and Wales. If any of the expected dates change, Xploite will give adequate notice of any change by issuing an announcement through a Regulatory Information Service.
2. If any of the Meetings are adjourned by more than 48 hours, then the Voting Record Time for the reconvened Meeting will be 6.00 p.m. on the day which is two days before such reconvened Meeting.
3. The BLUE Form of Proxy for the Court Meeting may alternatively be handed to Xploite's Registrars on behalf of the Chairman of the Court Meeting at the start of the Court Meeting.
4. If the Court Meeting has not been concluded or adjourned prior to the scheduled commencement of the General Meeting, the commencement of the General Meeting will be delayed until the Court Meeting has been concluded or adjourned.

In accordance with Rule 19.11 of the City Code, a copy of this announcement and the Scheme Document will be published on Xploite's website at [www.xploite.co.uk](http://www.xploite.co.uk) and Avisen's website at [www.avisenplc.com](http://www.avisenplc.com) and copies of the Scheme Document and Forms of Proxy will be available from the offices of Beachcroft LLP, 100 Fetter Lane, London EC4A 1BN.

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#### **Dealing Disclosure Requirements**

Under the provisions of Rule 8.3 of the Code, if any person is, or becomes, “interested” (directly or indirectly) in one per cent. or more of any class of “relevant securities” of Xploite or Avisen, all “dealings” in any “relevant securities” of that company (including by means of an option in respect of, or a derivative referenced to, any such “relevant securities”) must be publicly disclosed by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant transaction. This requirement will continue until the date on which the Scheme becomes Effective, (or, if implemented by way of an offer, the offer becomes, or is declared, unconditional as to acceptances, lapses) or otherwise lapses or is withdrawn or on which the “offer period” otherwise ends. If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire an “interest” in “relevant securities” of Xploite or Avisen, they will be deemed to be a single person for the purpose of Rule 8.3.

Under the provisions of Rule 8.1 of the Code, all “dealings” in “relevant securities” of Xploite or Avisen by Avisen or Xploite, or by any of their respective “associates”, must be disclosed by no later than 12.00 noon (London time) on the Business Day following the date of the relevant transaction.

A disclosure table, giving details of the companies in whose “relevant securities” “dealings” should be disclosed, and the number of such securities in issue, can be found on the Takeover Panel’s website at [www.thetakeoverpanel.org.uk](http://www.thetakeoverpanel.org.uk).

“Interests in securities” arise, in summary, when a person has long economic exposure, whether conditional or absolute, to changes in the price of securities. In particular, a person will be treated as having an “interest” by virtue of the ownership or control of securities, or by virtue of any option in respect of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Code, which can also be found on the Panel’s website. If you are in any doubt as to whether or not you are required to disclose a “dealing” under Rule 8, you should consult the Panel.

