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The Directors (whose names and functions are set out on page 5 of this document) and the Company (whose registered office appears on page 5 of this document) accept responsibility, both collectively and individually, for the information contained in this document in compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. **AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the potential risks in investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document.**

This document does not constitute a prospectus for the purposes of the Prospectus Rules nor does it comprise an admission document prepared in accordance with the AIM Rules. Accordingly, this document has not been approved by or filed with the Financial Conduct Authority or any other competent authority. This document does not constitute or form part of any offer or invitation to sell or issue or a solicitation of any offer to acquire, purchase or subscribe for shares in any jurisdiction.

The Existing Shares are admitted to trading on AIM. Application will be made for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission will become effective and that dealings in the New Ordinary Shares will commence on AIM on 13 January 2015. The New Ordinary Shares will, on Admission, rank *pari passu* in all respects with the Existing Shares, and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission.

finnCap Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority and is a member of the London Stock Exchange, is the Company’s nominated adviser and broker for the purposes of the AIM Rules. finnCap is acting exclusively for the Company and will not be responsible to any other person for providing the protections afforded to its customers nor for providing advice in relation to the contents of this document or any other matter referred to herein. finnCap has not authorised the contents of this document for any purpose and, without limiting the statutory rights of any person to whom this document is issued, no representation or warranty, express or implied, is made by finnCap as to any of the contents or the completeness of this document.

EG SOLUTIONS PLC

(incorporated and registered in England and Wales with registered no: 02211062)

**Placing of up to 4,905,000 new Ordinary Shares
at 65 pence per Ordinary Share**

Conversion of Loan Facility into 1,198,848 new Ordinary Shares

and

Notice of General Meeting

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out in this document which includes a recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of a General Meeting of the Company, to be held at the offices of finnCap at 60 New Broad Street, London EC2M 1JJ at 9.30 a.m. on 12 January 2015, is set out at the end of this document. The Form of Proxy for use at the General Meeting accompanies this document and, to be valid, should be completed and returned in accordance with the instructions set out thereon as soon as possible but in any event so as to reach the Company’s registrars, Capita Asset Services, 34 Beckenham Road, Beckenham BR3 4TU, not later than 9.30 a.m. on 10 January 2015. Completion of a Form of Proxy will not prevent a Shareholder from attending the meeting and voting in person.

No person has been authorised to give any information or to make any representation other than those contained in this document in connection with the Placing and, if given or made, such information or representation must not be relied upon as having been authorised by or on behalf of the Company, or finnCap or their respective directors, officers, employees or any other person.

This document is being supplied to you solely for your information and may not be reproduced, re-distributed or passed to any other person or published in whole or in part for any purpose.

A copy of this document is available at the Company’s website www.eguk.co.uk. Neither the content of the Company’s website nor any website accessible by hyperlinks to the Company’s website is incorporated in, or forms part of, this document.

IMPORTANT NOTICE

Forward-Looking Statements

This document contains (or may contain) certain forward-looking statements with respect to certain of the Company's plans and its current goals and expectations relating to its future financial condition and performance and which involve a number of risks and uncertainties. The Company cautions readers that no forward-looking statement is a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements sometimes use words such as "aim", "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "predict" or other words of similar meaning. Examples of forward-looking statements include, amongst others, statements regarding or which make assumptions in respect of the planned use of the proceeds for the Placing, the Group's liquidity position, the future performance of the Company and/or its subsidiary undertakings, future foreign exchange rates, interest rates and currency controls, the Group's future financial position, plans and objectives for future operations and any other statements that are not historical fact. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, including, but not limited to, economic and business conditions, the effects of continued volatility in credit markets, market-related risks such as changes in interest rates and foreign exchanges rates, the policies and actions of governmental and regulatory authorities, changes in legislation, the further development of standards and interpretations under IFRS applicable to past, current and future periods, evolving practices with regard to the interpretation and application of standards under IFRS, the outcome of pending and future litigation or regulatory investigations, the success of future acquisitions and other strategic transactions and the impact of competition. A number of these factors are beyond the Company's control. As a result, the Company's actual future results may differ materially from the plans, goals, and expectations set forth in the Company's forward-looking statements. Any forward-looking statements made in this document by or on behalf of the Company speak only as of the date they are made. These forward-looking statements reflect the Company's judgement at the date of this document and are not intended to give any assurance as to future results. Except as required by the FCA, the London Stock Exchange, the AIM Rules or applicable law, the Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained in this document to reflect any changes in the Company's expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

Notice to overseas persons

The distribution of this document and/or the Form of Proxy in certain jurisdictions may be restricted by law and therefore persons into whose possession these documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Placing Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, (the "US Securities Act") and may not be offered, sold or delivered in, into or from the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Subject to certain exemptions, this document does not constitute an offer of Ordinary Shares to any person with a registered address, or who is resident in, the United States. There will be no public offer in the United States. Outside of the United States, the Placing Shares are being offered in reliance on Regulation S under the US Securities Act.

The Placing Shares will not qualify for distribution under the relevant securities laws of Australia, Canada, the Republic of South Africa or Japan, nor has any prospectus in relation to the Placing Shares been lodged with, or registered by, the Australian Securities and Investments Commission or the Japanese Ministry of Finance. Accordingly, subject to certain exemptions, the Placing Shares may not be offered, sold, taken up, delivered or transferred in, into or from the United States, Australia, Canada, the Republic of South Africa, Japan or any other jurisdiction where to do so would constitute a breach

of local securities laws or regulations (each a “Restricted Jurisdiction”) or to or for the account or benefit of any national, resident or citizen of a Restricted Jurisdiction. This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Ordinary Shares to any person in a Restricted Jurisdiction and is not for distribution in, into or from a Restricted Jurisdiction.

The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, or any other securities commission or regulatory authority of the United States, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares nor have they approved this document or confirmed the accuracy or adequacy of the information contained in this document. Any representation to the contrary is a criminal offence in the US.

References to defined terms

Certain terms used in this document are defined and certain technical and other terms used in this document are explained at the section of this document under the heading “Definitions”.

All times referred to in this document are, unless otherwise stated, references to London time.

CONTENTS

	<i>Page</i>
DIRECTORS AND ADVISERS	5
PLACING STATISTICS	6
EXPECTED TIMETABLE OF PRINCIPAL EVENTS	6
DEFINITIONS	7
LETTER FROM THE CHAIRMAN	10
NOTICE OF GENERAL MEETING	16

DIRECTORS AND ADVISERS

Directors	Duncan McIntyre Elizabeth Gooch, MBE Jonathan Kay John Brougham Mark Brady Spencer Mallder	<i>(Chairman)</i> <i>(Chief Executive Officer)</i> <i>(Chief Financial Officer)</i> <i>(Non-Executive Director)</i> <i>(Non-Executive Director)</i> <i>(Non-Executive Director)</i>
	All of whose business address is at the Company's registered and head office	
Registered and Head Office	Barn 1, Dunston Business Village Stafford Road Dunson Stafford ST18 9AB	
Company website	www.eguk.co.uk	
Nominated Adviser and Broker	finnCap Limited 60 New Broad Street London EC2M 1JJ	
Legal advisers to the Company	Osborne Clarke One London Wall London EC2Y 5EB	
Legal advisers to finnCap	Nabarro LLP 125 London Wall London EC2Y 5AL	
Registrars	Capita Asset Services The Registry 34 Beckenham Road Kent BR3 4TU	

PLACING STATISTICS

Issue Price	65 pence
Number of Existing Shares	16,466,239
Number of Placing Shares issued by the Company pursuant to the Placing	4,905,000
Number of Conversion Shares	1,198,848
Number of Ordinary Shares in issue immediately following Admission	22,570,087
Total proceeds of the Placing (approximately)	£3.2 million
Estimated expenses of the Placing (approximately)	£0.2 million
Estimated net proceeds of the Placing receivable by the Company (approximately)	£3.0 million
Number of New Ordinary Shares as a percentage of the Enlarged Issued Share Capital	27.0 per cent.
Market capitalisation of the Company at Admission at the Issue Price*	£14.7 million

**based on the Enlarged Issued Share Capital, being the Existing Shares plus Placing Shares and the Conversion Shares*

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Posting date of this document	17 December 2014
Latest time and date for receipt of Forms of Proxy for the General Meeting	9.30 a.m. on 10 January 2015
Date and time of General Meeting	9.30 a.m. on 12 January 2015
Admission and commencement of dealings in the New Ordinary Shares	8.00 a.m. on 13 January 2015
Where applicable, CREST accounts credited with Placing Shares (CREST shareholders only)	13 January 2015
Where applicable, despatch of definitive share certificates for Placing Shares (non-CREST shareholders only)	30 January 2015

1. Each of the times and dates in the above timetable is subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to holders of Ordinary Shares by announcement on a Regulatory Information Service.

2. Admission and dealings in the New Ordinary Shares are conditional on the passing of the Resolutions at the General Meeting.

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

‘Act’	the Companies Act 2006 (as amended)
‘Admission’	the admission of the New Ordinary Shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
‘AIM’	the AIM market operated by the London Stock Exchange
‘AIM Rules’	the AIM Rules for Companies published by the London Stock Exchange from time to time
‘Aspect’	Aspect Software (UK) Ltd, a company incorporated in England and Wales with registered number 02181869
‘Board’ or ‘Directors’	the board of directors of the Company whose names appear on page 5 of this document
‘Business Day’	a day (other than a Saturday or Sunday) when banks are usually open for business in London
‘certificated’ or ‘in certificated form’	the description of a share or security which is not in uncertificated form (that is, not in CREST)
‘Company’ or ‘eg Solutions’	eg Solutions plc, a company incorporated in England and Wales under the Companies Act 1985 with registered number 02211062
‘Conversion’	the conversion of sums outstanding pursuant to the Loan Facility which shall be converted into the Conversion Shares
‘Conversion Shares’	up to 1,198,848 new Ordinary Shares to be issued pursuant to the Conversion
‘CREST’	the relevant systems for the paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK & Ireland Limited in accordance with the CREST Regulations
‘CREST Regulations’	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), including (i) any enactment or subordinate legislation which amends or supersedes those regulations and (ii) any applicable rules made under those regulations for the time being in force
‘EIS’	the Enterprise Investment Scheme under the provisions of Part 5 of the Income Tax Act 2007
‘Enlarged Issued Share Capital’	the issued ordinary share capital of the Company as it will be immediately following Admission
‘Existing Shares’	the 16,466,239 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM

‘finnCap’	finnCap Limited, the Company’s nominated adviser and broker which is incorporated in England and Wales with the registered number 06198898
‘Form of Proxy’	the form of proxy for use by Shareholders in connection with the General Meeting, which is enclosed with this document
‘FCA’	the UK Financial Conduct Authority
‘General Meeting’	the general meeting of the Company convened for 9.30 a.m. on 12 January 2015, notice of which is set out at the end of this document
‘Group’	the Company and its Subsidiaries from time to time
‘HMRC’	HM Revenue & Customs
‘IFRS’	International Financial Reporting Standards
‘Independent Directors’	Elizabeth Gooch and Spencer Mallder, being the only Directors who are not participating in the Placing and/or the Matching Scheme
‘Issue Price’ or ‘Placing Price’	65 pence per Placing Share
‘Loan Facility’	a convertible loan facility arrangement with a total value of £599,425 (being principal of £550,000 and accrued interest to the date of the General Meeting of £49,425) provided by three Shareholders to the Company pursuant to the agreements dated 18 February 2014
‘London Stock Exchange’	London Stock Exchange plc
‘Matching Scheme’	the scheme to be formally adopted by the Company pursuant to which certain Directors will be granted Options, further details of which are set out in paragraph 9 of this document
‘New Ordinary Shares’	together, the Placing Shares and the Conversion Shares
‘Notice of General Meeting’	the notice of General Meeting set out at the end of this document
‘Options’	options over Ordinary Shares
‘Ordinary Shares’	ordinary shares of 1 penny each in the capital of the Company
‘Placing’	the placing to certain institutional and other investors of the Placing Shares at the Issue Price pursuant to the Placing Agreement
‘Placing Agreement’	the conditional agreement dated 17 December 2014 between (1) the Company and (2) finnCap relating to the Placing, further details of which are set out in paragraph (5) of this document
‘Placing Shares’	up to 4,905,000 new Ordinary Shares to be issued pursuant to the Placing

‘Resolutions’	the resolutions to be proposed at the General Meeting and set out in the Notice of General Meeting at the end of this document
‘Shareholder’	a holder of Existing Shares
‘Subsidiary’	has the meaning given to it in section 1159 of the Companies Act 2006
‘UK’ and ‘United Kingdom’	the United Kingdom of Great Britain and Northern Ireland
‘US’ or ‘United States’	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction
‘VCT Scheme’	the Venture Capital Trust scheme under the provisions of Part 6 of the Income Tax Act 2007
‘Warrant Instrument’	the warrant instrument pursuant to which the Company will issue warrants to subscribe for Ordinary Shares to finnCap, further details of which are set out in paragraph (6) of this document
‘Warrant Shares’	the 112,850 Ordinary Shares to be issued pursuant to the terms of the Warrant Instrument

LETTER FROM THE CHAIRMAN

EG SOLUTIONS PLC

(incorporated in England and Wales with registered no: 02662978)

Directors:

Duncan McIntyre (Chairman)
Elizabeth Gooch, MBE (Chief Executive Officer)
Jonathan Kay (Chief Financial Officer)
John Brougham (Non-Executive Director)
Mark Brady (Non-Executive Director)
Spencer Mallder (Non-Executive Director)

Registered Office:

Barn 1
Dunston Business Village
Stafford Road
Stafford
ST18 9AB

17 December 2014

Dear Shareholder,

**Proposed placing of up to 4,905,000 new Ordinary Shares
Conversion of Loan Facility into 1,198,848 new Ordinary Shares
and
Notice of General Meeting**

1. Introduction

The Company announced on 17 December 2014 that it proposes to raise up to approximately £3.2 million (before expenses) by way of a placing of up to 4,905,000 new Ordinary Shares with certain institutional and other investors to provide the requisite funding for driving the Company's continuing growth and capitalising on a clear market opportunity. Specifically, the Company intends to deploy the proceeds of the Placing in, *inter alia*, enlarging its sales and delivery teams, continuing to invest in product development, marketing, and bolstering the Company's balance sheet, enabling it to more competitively tender for new contracts. Further details of the use of the net proceeds of the Placing are set out below.

Additionally, conditional upon completion of the Placing, the providers of the Loan Facility have agreed, pursuant to its terms, to convert the sums outstanding under the Loan Facility together with accrued interest into the Conversion Shares. Following the Conversion, the Company will have no outstanding indebtedness.

The Placing is conditional upon, *inter alia*, the passing of the resolutions to be proposed at the General Meeting to disapply statutory pre-emption rights and to grant the Board the authority to allot the New Ordinary Shares.

The Placing, which has been arranged by finnCap pursuant to the terms of the Placing Agreement, is also conditional upon Admission and has not been underwritten by finnCap.

The purpose of this document is to provide you with information about the background to and the reasons for the Placing and Conversion, to explain why the Board considers the Placing and Conversion to be in the best interests of the Company and the Shareholders as a whole, and why the Board unanimously recommends that you vote in favour of the resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

2. Background to and reasons for the Placing

The Company is proud to have been a pioneer in the back office workforce optimisation software market. Its software is now being used by over 50 leading international and global companies, with over 100,000 user licences having been sold throughout the world.

The market for back office workforce optimisation software is considered by DMG Consulting LLC, an independent research, advisory and consulting firm, to be growing strongly such that the addressable market for the Company's offering will be approximately £500 million by 2018, whilst the broader workforce optimisation market is worth in excess of \$3 billion. Furthermore, the Directors consider the opportunity to be made even more compelling by a small number of competitors, to whom the Directors believe the Company's product suite and capabilities, and technical expertise, to be superior.

As set out in the Company's interim results, announced on 17 September 2014, the Directors therefore believe that there is significant potential for growth of the business, not only in the market the Company usually operates in (being the US and UK financial services and insurance sectors) but also more widely internationally and in other sectors such as utilities. The Company intends to complement organic growth with strategic acquisitions as and when opportunities arise, particularly where such acquisitions will bring complementary technology to its existing product suite.

Significant investment has already been made by the Company in building up a strong base. The Board has been strengthened and a number of key hires have been made to bolster the Company's senior management team. The Company's growing revenues have been matched by increasing investment in direct and partner-led sales channels (for example, the Company's sales team is now the equivalent of nine full-time staff and is intended to grow further). Product development continues with the aim of ensuring that the Company remains a technological leader and to meet particular areas of demand.

Accordingly, the Directors believe that the Company is well positioned to take advantage of the market opportunity and proposes to accelerate its strategy for capitalising on this with a view to delivering significantly enhanced growth in revenue and profits in the longer term. The Directors believe that raising new development capital at this time will allow the Company to increase the scope of its operations, fund growth and become the global leader in its market.

3. Use of proceeds

The Directors intend that the net proceeds of the Placing will be used as follows:

- approximately £1 million in continuing to recruit new staff, principally in the Company's sales and delivery teams, and to increase marketing spend with a view to increasing product awareness. Importantly, the Directors believe that having further financial resources to support a deeper pool of management and sales staff will reduce the risk of its resources having to be adjusted if sales cycles, which are traditionally long, extend further;
- approximately £0.5 million in its marketing and communications strategy, principally to defeat the perception of being a 'well-kept secret' through establishing thought leadership and market awareness, and to further develop its pipeline of new business in both new verticals and territories;
- approximately £0.5 million in product development to retain product and technological leadership, particularly the product suite's forecasting capabilities, and to accelerate mobile and social functionality; and
- the remainder to strengthen the Company's balance sheet to enable it to obtain the best possible terms when negotiating with clients, accommodate the sales cycle of large enterprise clients, support the Company's early stage acquisition plans, and to ensure growth is not restricted by available cash and banking facilities.

4. Current trading

The Directors maintain a positive outlook on the future prospects of the Company and expect to deliver full year financial performance that is in line with expectations. The Company's base of repeat and recurring revenue has continued to increase resulting in an order book of £13.6 million beyond the current financial year. Recurring revenues have increased 69 per cent. in the year to date with repeat and recurring revenues now accounting for approximately 50 per cent. of total expected revenue for the current financial year. Looking ahead further, the Company has a pipeline of approximately £36 million of revenue opportunities arising from both direct sales leads and as a result of its partnership with Aspect.

5. Board update

The Board is pleased today to have confirmed that Elizabeth Gooch has agreed to act as chief executive officer of the Company on a permanent, as opposed to acting, basis.

6. Details of the Placing

The Placing Agreement

Pursuant to the terms of the Placing Agreement, finnCap has conditionally agreed to use its reasonable endeavours, as agent for the Company, to place the Placing Shares with certain institutional and other investors. The Placing has not been underwritten by finnCap. The Placing Agreement is conditional upon, *inter alia*, the Resolutions being duly passed at the General Meeting and Admission becoming effective on or before 8.00 a.m. on 13 January 2015 (or such later time and/or date as the Company and finnCap may agree, but in any event by no later than 8.30 a.m. on 27 January 2015).

The Placing Agreement contains warranties from the Company in favour of finnCap in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify finnCap in relation to certain liabilities it may incur in respect of the Placing. finnCap has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a material breach of the warranties given by the Company to finnCap in the Placing Agreement, the failure of the Company to comply in any material respect with its obligations under the Placing Agreement, the occurrence of a force majeure event or a material adverse change affecting the condition or the earnings or business affairs or prospects of the Group as a whole, whether or not arising in the usual course of business.

Under the Placing Agreement and subject to it becoming unconditional in all respects and not being terminated in accordance with its terms, the Company has agreed to pay finnCap a corporate finance advisory fee and a commission based on the value at the Placing Price of the Placing Shares, together with any applicable value added tax, and proposes to enter into the Warrant Instrument pursuant to which it will grant warrants over 112,850 Ordinary Shares to finnCap. The Warrants are exercisable up until the date falling nine months from Admission and the subscription price for such Warrants will be the Placing Price.

Settlement and dealings

Application will be made for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective and dealings in the Placing Shares will commence on 13 January 2015.

The New Ordinary Shares will, when issued, rank *pari passu* in all respects with the Existing Shares including the right to receive dividends and other distributions declared following Admission.

7. EIS and VCT Scheme status

HMRC has previously provided advance assurance that the Ordinary Shares will qualify under the EIS and VCT Schemes, the most recent such assurance being provided on 19 March 2014.

Whilst the Directors intend, so far as possible, to conduct the activities of the Group in such a way as to allow it to maintain its status as a qualifying EIS and VCT Scheme investment, circumstances may arise where the Directors believe that the interests of the Company are not best served by acting in a way that preserves such status. In such circumstances, the Company cannot undertake to conduct its activities in a way designed to secure or preserve any such relief or status claimed by any Shareholder.

Neither the Company nor the Directors give any warranties or undertakings that this status will not be withdrawn. Should the law regarding EIS and/or VCT Scheme treatment change, then any reliefs or qualifying status previously obtained may be lost.

8. Details of the Conversion

On 18 February 2014, the Company entered into an agreement with Duncan McIntyre, chairman of the Company, and certain other existing Shareholders, to provide the Company with the Loan Facility with a total principal value of £550,000 and accruing interest at a rate of 10 per cent. per annum.

Pursuant to the terms of the agreements, the providers of the Loan Facility could at their discretion convert their participation in the Loan Facility, together with accrued interest, into new Ordinary Shares at any time up to and including the earlier of the first anniversary of issue and any material placing (being a placing which raises, net of all costs, £2 million or more for the Company). The conversion price was agreed to be the lower of 50 pence per Ordinary Share and, where conversion takes place on a material placing, the price per Ordinary Share of the material placing.

All three providers of the Loan Facility have, subject to completion of the Placing, agreed to convert their entire participation in the Loan Facility, together with accrued interest, in aggregate into the 1,198,848 Conversion Shares (of which a total of 871,890 will be issued to Duncan McIntyre, Chairman of the Company, and Aspect). The Conversion Shares will, following allotment, rank *pari passu* with the Existing Shares.

9. Directors' participation in the Placing and Conversion

The interests of the Directors as at 16 December 2014 (being the last practicable date prior to publication of this document) are, and immediately following Admission are expected to be, as follows:

Director	At the date of this document			Following Admission		
	Number of Ordinary Shares	Percentage of Existing Shares	Ordinary Shares acquired pursuant to the Conversion	Ordinary Shares acquired in the Placing	Number of Ordinary Shares	Percentage of Enlarged Issued Share Capital
Elizabeth Gooch	5,304,080	32.2%	—	—	5,304,080	23.5%
Duncan McIntyre	400,000	2.4%	435,945	153,846	989,791	4.4%
Jonathan Kay	—	0.0%	—	46,154	46,154	0.2%
John Brougham	60,000	0.4%	—	15,385	75,385	0.3%
Mark Brady	60,000	0.4%	—	40,000	100,000	0.4%
Spencer Mallder*	1,712,392	10.4%	435,945	—	2,148,337	9.5%
Total	7,536,472	45.8%	871,890	255,385	8,663,747	38.4%

* being the holding of Aspect, as Spencer Mallder is the appointed representative of Aspect. Spencer Mallder is not the legal or beneficial holder of these Ordinary Shares.

The participation in the Placing by Duncan McIntyre, Jonathan Kay, John Brougham and Mark Brady (as Directors of the Company) and of Living Bridge VC LLP (or funds managed by Living Bridge VC LLP) (as a substantial shareholder) constitute related party transactions pursuant to the AIM Rules. The Independent Directors, being the Directors who will not participate in the Placing, consider, having consulted with finnCap, the Company's nominated adviser, that the participation in the Placing by these parties, as set out above, is fair and reasonable insofar as Shareholders are concerned.

The Matching Scheme

In its announcement of 24 April 2014, following a subscription for Ordinary Shares by certain Directors, the Company stated that it intended to implement a matching scheme in respect of the Ordinary Shares subscribed for, on the same or similar terms as the Company's 2014 Long-Term Incentive Plan (the "LTIP"). The Company will, therefore and on a 'one-off' basis, following the General Meeting, grant a total of 520,000 Options to three Directors, being Duncan McIntyre, John Brougham and Mark Brady.

Options to be granted pursuant to the Matching Scheme will be granted with a nominal exercise price per Ordinary Share and vest after three years based on an achievement of share price growth targets and certain performance conditions.

The terms of the Matching Scheme are otherwise the same as the Company's LTIP. Full details of the terms of the LTIP were set out in the Company's notice of annual general meeting dated 16 April 2014. The granting of the Options pursuant to the Matching Scheme will constitute a related party transaction pursuant to the AIM Rules. The Independent Directors, being the Directors who will not participate in the Matching Scheme, consider, having consulted with finnCap, the Company's nominated adviser, that the terms of the proposed grants pursuant to the Matching Scheme, as set out above, are fair and reasonable insofar as Shareholders are concerned.

10. General Meeting

A notice convening the General Meeting, to be held at the offices of finnCap at 60 New Broad Street, London EC2M 1JJ at 9.30 a.m. on 12 January 2015 is set out at the end of this document at which the following resolution will be proposed for the purposes of implementing the Placing and Admission.

Resolution 1, which will be proposed as an ordinary resolution and which is subject to the passing of Resolution 2 and the Placing Agreement becoming unconditional and not being terminated in accordance with its terms, is to authorise the Directors to allot the new Ordinary Shares in connection with:

- a) the Placing;
- b) the Conversion;
- c) the Warrant Instrument;
- d) the Matching Scheme; and
- e) the allotment of relevant securities (otherwise pursuant to sub-paragraphs (a) to (d) above) up to £75,233.62 in nominal value (representing one third of the Enlarged Issued Share Capital),

provided that such authority shall expire on the date falling 18 months after the date of the resolution or the next annual general meeting of the Company, whichever is the earlier.

Resolution 2, which will be proposed as a special resolution and which is subject to the passing of Resolution 1 and the Placing Agreement becoming unconditional and not being terminated in accordance with its terms, disapplies Shareholders' statutory pre-emption rights in relation to the issue of:

- a) the Placing Shares;
- b) the Conversion Shares;
- c) the Warrant Shares;
- d) the new Ordinary Shares under the Matching Scheme; and

- e) equity securities (otherwise pursuant to sub-paragraphs (a) to (d) above) for cash on a non-pre-emptive basis up to an aggregate nominal amount of £11,285.04 (representing 5 per cent. of the Enlarged Issued Share Capital),

provided that such authority shall expire on the date falling 18 months after the date of the resolution or the next annual general meeting of the Company, whichever is the earlier.

11. Action to be taken

Shareholders will find a Form of Proxy enclosed with this document for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete and return the Form of Proxy in accordance with the instructions printed thereon as soon as possible. To be valid, completed Forms of Proxy must be received by the Company's Registrars, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 9.30 a.m. on 10 January 2015, being two Business Days before the time appointed for holding the General Meeting. Completion of the Form of Proxy will not preclude you from attending the meeting and voting in person if you so wish.

12. Recommendations

The Board considers the Placing and Conversion to be in the best interests of the Company and the Shareholders as a whole and accordingly recommend unanimously that Shareholders vote in favour of the resolutions to be proposed at the General Meeting, as they intend to do in respect of their own holdings of Ordinary Shares (and those of Aspect in the case of Spencer Mallder) totaling, in aggregate, 7,536,472 Ordinary Shares, representing approximately 45.8 per cent. of the existing ordinary share capital of the Company.

Yours faithfully,

Duncan McIntyre
Chairman

NOTICE OF GENERAL MEETING

EG SOLUTIONS PLC

(Incorporated under the Companies Act 1985 and registered in England and Wales with registered number 02211062)

NOTICE IS HEREBY GIVEN THAT a general meeting of eg Solutions plc (the “**Company**”) will be held at the offices of finnCap Limited at 60 New Broad Street, London EC2M 1JJ at 9.30 a.m. on 12 January 2015 to consider and, if thought fit, to pass the following resolutions of which resolution 1 will be proposed as an ordinary resolution of the Company and resolution 2 will be proposed as a special resolution of the Company

ORDINARY RESOLUTION

1. THAT, conditional upon the passing of Resolution 2 and the Placing Agreement (as defined in the circular to shareholders of the Company dated 17 December 2014 (the “**Circular**”)), becoming unconditional in all respects (save only for the passing of the Resolutions and Admission (as defined in the Circular)) and it not being terminated in accordance with its terms and in substitution for any equivalent authority which may have been given to the directors pursuant to the Company’s articles of association and section 551 of the Companies Act 2006 (the “**Act**”) prior to the date of the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being “**relevant securities**”) provided that this authority shall be limited to:
 - (a) the allotment of 4,905,000 new ordinary shares of 1 penny each in the capital of the Company in connection with the Placing (as such term is defined in the Circular);
 - (b) the allotment of up to 1,198,848 new ordinary shares of 1 penny each in the capital of the Company in connection with the Conversion (as such term is defined in the Circular); and
 - (c) the allotment of up to 112,850 new ordinary shares of 1 penny each in the capital of the Company in connection with the warrants to be granted under the Warrant Instrument (as such term is defined in the Circular);
 - (d) the allotment of up to 520,000 new ordinary shares of 1 penny each in the capital of the Company in connection with the options to be granted under the Matching Scheme (as such term is defined in the Circular; and
 - (e) the allotment (otherwise pursuant to sub-paragraph (a) to (d) above) of relevant securities up to an aggregate nominal amount of £75,233.62,

and unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 18 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time 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 such an offer or agreement as if this authority had not expired. The authority granted by this resolution is in substitution for all subsisting authorities conferred to the extent unused.

SPECIAL RESOLUTION

2. THAT, conditional upon the passing of Resolution 1 and the Placing Agreement becoming unconditional in all respects (save only for the passing of the Resolutions and Admission) and it not being terminated in accordance with its terms and in substitution for any existing power given to the directors pursuant to the Company’s articles of association and section 570 of the Act prior

to the passing of this resolution, the directors be and they are empowered pursuant to section 570(1) of the Act to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 1, and/or where such an allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act, as if section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of 4,905,000 new ordinary shares of 1 penny each in the capital of the Company in connection with the Placing (as such term is defined in the Circular);
- (b) the allotment of up to 1,198,848 new ordinary shares of 1 penny each in the capital of the Company in connection with the Conversion (as such term is defined in the Circular); and
- (c) the allotment of up to 112,850 new ordinary shares of 1 penny each in the capital of the Company in connection with the warrants to be granted under the Warrant Instrument (as such term is defined in the Circular);
- (d) the allotment of up to 520,000 new ordinary shares of 1 penny each in the capital of the Company in connection with the options to be granted under the Matching Scheme (as such term is defined in the Circular); and
- (e) the allotment of equity securities in connection with an invitation or offer of equity securities to the holders of ordinary shares in the capital of the Company (excluding any shares held by the Company as treasury shares (as defined in section 724(5) of the Act)) on a fixed record date in proportion (as nearly as practicable) to their respective holdings of such shares or in accordance with the rights attached to such shares (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or as a result of legal or practical problems under the laws of, or the requirements of any regulatory body or any stock exchange in any territory or otherwise howsoever); and
- (f) the allotment (otherwise than pursuant to sub-paragraphs (a) to (e) above) of equity securities up to an aggregate nominal value equal to £11,285.04,

and unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the date of the passing of this resolution except that the Company may before the expiry of this power 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. The authority granted by this resolution is in substitution for all subsisting authorities conferred to the extent unused.

Dated: 17 December 2014

Registered Office:

Barn 1 Dunston Business Village
Stafford Road
Dunston
Stafford
ST18 9AB

By order of the Board:

TLT Secretaries Limited
Company Secretary

Notes:

1. A member who is entitled to attend, speak and vote at the meeting may appoint a proxy to attend, speak and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in order to represent you. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the chairman of the meeting or another person as a proxy. To be valid the Form of Proxy must reach the Company's registrar, Capita Asset Services at The Registry, at 34 Beckenham Road, Beckenham, Kent, BR3 4TU by 9.30 a.m. on 10 January 2015.
2. The Company specifies that only those shareholders registered in the register of members of the Company at 6.00 pm. on 10 January 2015 (or, if the meeting is adjourned, 48 hours before the time fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. In each case, changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. Please note that communications regarding the matters set out in this Notice of General Meeting will not be accepted in electronic form.
4. In the case of joint holders of shares, the votes of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
5. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways; either by the appointment of a proxy (described in note above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provisions of the Companies Act 2006.

