

Notice of 2009 annual general meeting

Notice is hereby given that the 2009 Annual General Meeting of Brainspark PLC will be convened at 22 Great James Street, London WC1N 3ES on 30 July 2009 at 11 am to transact the following business and consider and, if thought fit, pass the following resolutions, each such resolution to be considered as an ordinary resolution or special resolution as indicated.

Resolutions 1 and 2 will be considered as ordinary business. The remaining resolutions will be considered as special business.

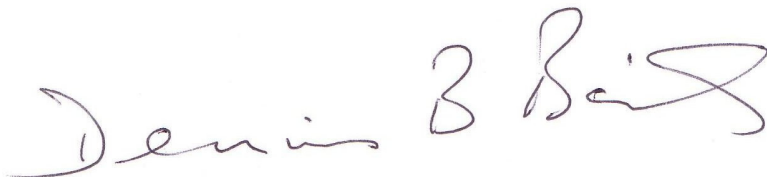
Ordinary resolutions

- 1 To receive the report and accounts of the Company for the year ended 31 December 2008.
- 2 To reappoint Messrs. MacIntyre Hudson LLP as auditor and authorise the Directors to fix their remuneration.
- 3 To re-elect E. Burman (who retires by rotation) as a Director.
- 4 To re-elect D. Meacher (who retires by rotation) as a Director.
- 5 To authorise the Directors generally and unconditionally and in accordance with section 80 of the Companies Act 1985 (the "Act"), to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) up to the aggregate nominal amount of the Company's authorised share capital. Such authority will expire on the date of the annual general meeting of the Company to be held in 2010 unless the allotment of relevant securities is made in pursuance of an offer or agreement entered into prior to such date.

Special resolutions

- 6 To empower the Directors pursuant Section 95 of the Act to allot equity securities of the Company (within the meaning of section 94(2) of the Act) for cash pursuant to the authority conferred under Resolution 5 above as if section 89(1) of the Act did not apply to any such allotment.

By order of the Board



Dennis B. Bailey The Lightwell, 12 - 16 Laystall Street, London EC1R 4PF
Company Secretary 30 June 2009

Notes

1 Proxies

Any member of the Company entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member.

2 Contracts of service.

All Directors' contracts of service having more than one year's unexpired term are available for inspection by members at the Company's registered office during business hours and will be available for inspection at the location of the meeting for the period commencing 15 minutes prior to the commencement of the meeting and ending at the conclusion of the meeting.

FORM OF PROXY RELATING TO

2009 ANNUAL GENERAL MEETING
OF
BRAINS PARK PLC

I/we***, being a member of the Company, hereby appoint

the Chairman of the meeting***

OR

.....***

to act as my/our*** proxy to vote in my/our*** name and on my/our behalf at the above mentioned meeting

to be held at 11 am at 22 Great James Street, London WC1N 3ES on 30 July 2009, including any adjournment

thereof, and to vote upon a poll called in respect of the following resolutions as described below

at his***/her*** discretion***

OR

as follows

1 To receive the report and accounts FOR***/AGAINST***

2 To reappoint the auditors FOR***/AGAINST***

3 To re-elect E Burman as a Director FOR***/AGAINST***

4 To re-elect D. Meacher as a Director FOR***/AGAINST***

5 To give Directors authority to allot shares FOR***/AGAINST***

6 To give authority to allot on non-rights issue basis FOR***/AGAINST***

Duly executed by me/us*** the day of 2009

*** Please delete as appropriate

Signed

NAME

ADDRESS

NOTES

1 If you wish to appoint a proxy, this form must be returned to the registered office of the Company or Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time fixed for the meeting.

2 If you are a corporation, this form must be executed as deed.

3 If your shares are held jointly with some other person(s), the names and addresses of all joint holders should be given.