

**Travelzest plc**  
(the "Company")  
**Notice of an Annual General Meeting**

Notice is hereby given that an Annual General Meeting of Travelzest plc will be held at 2.30 pm at the offices of DLA Piper UK LLP, 3 Noble Street, London EC2V 7EE on Tuesday 2 March 2010 to consider and, if thought fit, to pass the following resolutions:

**Ordinary business**

1. To receive and consider the Directors' Report and Accounts for the year to 31 October 2009.
2. To re-elect as a director Richard Hall who retires by rotation.
3. To re-elect as a director Mark Molyneux who retires by rotation.
4. To re-elect as a director Jack Fraser who was appointed since the last AGM.
5. To reappoint PricewaterhouseCoopers LLP as the Company's registered auditor and to authorise the directors to determine their remuneration.

**As further business to consider and if thought fit, to pass the following resolutions of which Resolutions 6 and 8 will be proposed as special resolutions and Resolution 7 as an ordinary resolution.**

6. That the authorised share capital of the Company be unlimited by replacing article 3 of the Company's articles of association with the words "*The authorised share capital of the Company which is unlimited is divided into ordinary shares of £0.02 each and deferred shares of £0.02 each*"
7. That, pursuant to Section 551 of the Companies Act 2006 (the "Act") and in substitution for any existing and unexercised authorities granted to them, the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and/or to grant rights to subscribe for or to convert any security into shares in the Company up to a total nominal amount of £1,100,000. Such authority shall, unless previously revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution if earlier provided that the Company may at any time before such expiry make an offer or enter into an agreement which would or might require relevant securities to be allotted pursuant to any such offer or agreement as if the authority conferred hereby had not expired.
8. That, subject to the passing of resolution 7 and in substitution for any existing and unexercised powers granted to them, the directors be and they are hereby empowered pursuant to Section 570 of the Act (as if section 561(1) of the Act did not apply) to allot for cash equity securities (within the meaning of section 560 of the Act):
  - (a) in connection with any offer or invitation, including a rights issue, open offer or equivalent offer made to all the holders of ordinary shares in the capital of the Company and such other equity securities of the Company as the directors may determine, to subscribe in the same proportions (as nearly as may be) to their respective holdings or in accordance with the rights attached thereto or arrangements agreed in respect thereto, the terms of which may contain such exclusions or other arrangements as the directors consider necessary or expedient to deal with fractional entitlements that would otherwise arise or in connection with either legal or practical problems arising under the laws of any territory or the requirements of any applicable regulatory body or stock exchange in any territory;

- (b) in connection with the exercise of warrants and options granted and to be granted under the terms of the Company's warrant instruments and option schemes and
- (c) otherwise than pursuant to paragraphs 8(a) and 8(b) above, up to a total nominal amount of £580,000.

Such power shall, unless previously revoked or varied by the company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this resolution if earlier provided that the Company may at any time before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

By order of the board

Richard G Hall  
Company Secretary  
5 February 2010

#### **Notes:**

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 2.30 pm on 26 February 2010 or, if this meeting is adjourned, at 6 pm on the day two days prior to the adjourned meeting shall be entitled to attend and vote at the meeting.
2. A form of proxy is enclosed. 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 meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes to the form of proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to him or her.
4. 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 meeting.
5. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution. To appoint a proxy using the form of proxy, the form must be completed, signed and sent or delivered to the Company's registrars, Share Registers Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, GU9 7LL so as to be received no later than 2.30 p.m. on Friday 26 February 2010. In the case of a member 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. Completed and signed Proxy forms may be sent by fax to 01252 719232 or scanned and sent by e-mail to [proxies@shareregistrars.uk.com](mailto:proxies@shareregistrars.uk.com).
6. To change your proxy instructions submit a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. 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.
7. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
8. Copies of the service contracts and letters of appointment of the directors of the Company will be available for at least 15 minutes prior to the meeting and during the meeting.
9. Biographical details of all directors including those who are offering themselves for reappointment are set out the report and accounts which accompany this notice.
10. It would be helpful if members could indicate on the form of proxy whether they intend to attend the meeting in person or to ask a proxy to attend on their behalf. This will assist in ascertaining the likely attendance.

**Travelzest plc**  
(the "Company")

**Form of proxy for use in respect of the Annual General Meeting  
of the Company to be held on Tuesday 2 March 2010**

I/we ..... (full name in block capitals) being a member of the Company entitled to vote at the meeting hereby appoint the chairman of the meeting or (see notes below) ..... as my/our proxy to vote for me/us on my/our behalf at the meeting and at any adjournment thereof.

I/we indicate below how I/we wish my/our proxy to vote on the following resolutions. In the absence of instructions my/our proxy may vote or abstain at his/her discretion.

**Resolutions**

	<b>For</b>	<b>Against</b>
1. To receive and consider the Directors' Report and Accounts for the year to 31 October 2008	.....	.....
2. To re-elect Richard Hall as a director	.....	.....
3. To re-elect Mark Molyneux as a director	.....	.....
4. To re-elect Jack Fraser as a director	.....	.....
5. To reappoint PricewaterhouseCoopers LLP as the Company's auditors and to authorise the directors to determine their remuneration.	.....	.....
6. To amend the Company's articles of association (special resolution)	.....	.....
7. To authorise the directors to allot shares	.....	.....
8. To authorise the directors to allot shares for cash, inter alia on a non-pre-emptive basis (special resolution)	.....	.....

Signature .....

Date .....

Name in capitals .....

Registered address.....

.....

.....

Notes:

1. As a member of the Company you are entitled to appoint a proxy. However, you may only appoint a proxy using the procedures set out in these notes.
2. If you wish to appoint a proxy other than the chairman of the meeting, delete the reference to the chairman and fill in the name and address of the person you wish to appoint as your proxy. A proxy, who need not be a member of the Company, must attend the meeting in person to represent you.
3. To be valid this proxy must be lodged with the Company's registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, GU9 7LL no later than 2.30 pm on 26 February 2010. Completion and return of this proxy does not preclude you from attending the meeting and voting in person. Should you attend the meeting in person, your proxy appointment will automatically be terminated.
4. 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 meeting.
5. In the case of joint holders, where more than one of the 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.
6. It would be helpful if members could indicate whether they intend to attend the meeting in person or to ask a proxy to attend on their behalf. This will assist in ascertaining the likely attendance.

I/we, or my proxy, intend to attend the meeting

Yes/No