

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, if you are in the United Kingdom, or otherwise from another appropriately authorised and independent financial adviser.

If you have sold or otherwise transferred all of your Ordinary Shares please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, these documents should not be forwarded or sent in, into or from the United States, Australia, Canada, the Republic of Ireland, the Republic of South Africa, New Zealand or Japan or any other state or jurisdiction in which release, publication or distribution would be unlawful. Any failure to comply with this restriction may constitute a violation of the securities laws of any such jurisdiction. If you have sold or otherwise transferred only part of your holding of Ordinary Shares, you should retain these documents and contact the stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

This document should be read in conjunction with the accompanying Form of Proxy and the definitions set out in this document. The whole of this document should be read and, in particular, your attention is drawn to the letter from the Chairman of Bango PLC which contains the unanimous recommendation of the Directors to Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting.

Bango PLC

(Incorporated in England and Wales with company number 05386079)

bango®

Proposed placing of 3,250,000 new Ordinary Shares of 20 pence each at 200 pence per share

Notice of General Meeting

Nominated Advisor and Broker



Cenkos Securities plc

The General Meeting to consider the Resolutions will be held at 2.00 p.m. on 25 February 2013 at the registered office of the Company at 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG. The notice convening the General Meeting is set out at the end of this document and a Form of Proxy for use at the General Meeting is enclosed. The action to be taken in respect of the General Meeting is set out in the letter from the Chairman of the Company contained in this document. **Shareholders are requested to complete, sign and return the Form of Proxy whether or not they intend to be present at the meeting. To be valid, Forms of Proxy should be completed, signed and returned, in accordance with the instructions printed thereon, as soon as possible but, in any event, so as to be received by the Company Secretary at 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG by not later than 2.00 p.m. on 21 February 2013.** Completion and return of a Form of Proxy or the electronic appointment of a proxy will not preclude a Shareholder from attending and voting at the meeting should they so wish.

Application will be made for the Placing Shares to be admitted to trading on AIM. Subject to such admission becoming effective, it is expected that dealings in the Placing Shares will commence on AIM on 26 February 2013. The Placing Shares will rank equally in all respects with the Existing Ordinary Shares and all dividends and other distributions declared, paid or made in respect of the Ordinary Shares after Admission.

Cenkos Securities plc, which is regulated and authorised in the United Kingdom under the Financial Services and Markets Act 2000 by the Financial Services Authority, is acting exclusively for the Company as nominated adviser, broker and placing agent for the purpose of the AIM Rules for Nominated Advisers and the AIM Rules for Companies. Cenkos Securities plc is not acting for any other person and will not be responsible to any other person for providing the protections afforded to clients of Cenkos Securities plc, or for advising any other person in connection with the matters described in this document. The responsibilities of Cenkos Securities plc, as nominated adviser, are owed solely to the London Stock Exchange and not to the Company or to any Director or to any other person in respect of any decision to acquire Placing Shares in reliance on any part of this document.

This document does not constitute an offer of securities to the public and accordingly is not a prospectus, neither does it constitute an admission document drawn up in accordance with the AIM Rules, nor shall any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract in respect of any offer of securities to the public.

In accordance with the AIM Rules for Companies, this document is available to Shareholders on the Company's website: www.bango.com free of charge.

IMPORTANT NOTICE

Notice in relation to Overseas Persons

The distribution of this document and the accompanying Form of Proxy in or into jurisdictions other than the UK may be restricted by law and therefore any person into whose possession this document comes should inform themselves about and observe any of those restrictions. Any failure to comply with any of those restrictions may constitute a violation of the securities laws of any such jurisdiction.

Subject to certain exceptions, this document is not for release, publication or distribution, directly or indirectly, in or into the United States, Australia, Canada, Japan, New Zealand, the Republic of Ireland or the Republic of South Africa or any jurisdiction where to do so might constitute a violation of local securities laws or regulations. This document does not constitute an offer to buy or subscribe for, or the solicitation of an offer to buy or subscribe for, Ordinary Shares or any Placing Shares in any jurisdiction in which such offer or solicitation is unlawful.

The Placing Shares have not been, and will not be, registered under the United States Securities Act of 1933 (as amended) (the "Securities Act") or under the securities laws of any state of the United States. In addition, the Placing Shares do not qualify for distribution nor have they been registered under any of the relevant securities laws of Australia, Canada, Japan, New Zealand, the Republic of Ireland or South Africa.

The Placing Shares are being offered outside of the United States pursuant to Regulation S of the Securities Act and may not be offered, sold, resold, transferred or delivered, directly or indirectly, within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offer of the Placing Shares in the United States. The Placing Shares have not been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares or the accuracy or adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Cautionary note regarding forward-looking statements

This document contains a number of forward looking statements relating to the Group including with respect to the trading prospects of the Group. The Company considers any statements that are not historical facts as "forward looking statements". They relate to events and trends that are subject to risks, uncertainties and assumptions that could cause the actual results and financial position of the Group to differ materially from the information presented in the relevant forward looking statement. When used in this document the words "estimate", "project", "intend", "aim", "anticipate", "believe", "expect", "should", and similar expressions, as they relate to the Group or management of it, are intended to identify such forward looking statements. Shareholders are cautioned not to place undue reliance on these forward looking statements which speak only as at the date of this document. Neither the company nor any member of the Group undertakes any obligation to update publicly or revise any of the forward looking statements whether as a result of new information, future events or otherwise, save in respect of any requirement under applicable laws, the AIM Rules and other regulations.

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PLACING STATISTICS

| | |
|--|---------------|
| Placing Price | 200 pence |
| Number of Existing Ordinary Shares | 42,181,669 |
| Number of Placing Shares to be issued pursuant to the Placing | 3,250,000 |
| Number of Ordinary Shares in issue following the issue of the Placing Shares | 45,431,669 |
| Number of Placing Shares as a percentage of the Enlarged Share Capital | 7.2 per cent. |
| Net proceeds of the Placing receivable by the Company* | £6.15 million |

* Net proceeds are stated after deduction of estimated total expenses of approximately £350,000

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

| | |
|--|-------------------------------|
| Announcement of the Placing and posting of this Circular | 8 February 2013 |
| Latest time and date for receipt of Forms of Proxy | 2.00 p.m. on 21 February 2013 |
| General Meeting | 2.00 p.m. on 25 February 2013 |
| Expected date for Admission and commencement of dealings in Placing Shares on AIM | 26 February 2013 |
| Expected date for CREST accounts to be credited in respect of the Placing Shares to be held in uncertificated form | 26 February 2013 |
| Expected date for the despatch of definitive certificates in respect of the Placing Shares to be held in certificated form | 7 March 2013 |

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

DEFINITIONS

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

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|------------------------------|--|
| “Admission” | admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules |
| “AIM Rules” | the rules published by the London Stock Exchange (as amended from time to time) governing admission to and the operation of AIM |
| “AIM” | AIM, a market operated by the London Stock Exchange |
| “Bango Group” or the “Group” | the Company and its subsidiaries |
| “Business Day” | any day (excluding Saturdays and Sundays) on which banks are open in the City of London for the conduct of normal banking business |
| “Cenkos” | Cenkos Securities plc of 6.7.8. Tokenhouse Yard, London EC2R 7AS |
| “Circular” | this circular to shareholders dated 8 February 2013 |
| “Companies Act” or the “Act” | the Companies Act 2006 |
| the “Company” or “Bango” | Bango PLC of 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG |
| “CREST” | the relevant system (as defined in the Regulations) in respect of which Euroclear UK & Ireland is the operator (as defined in the Regulations) |
| “Directors” or “Board” | the directors of the Company whose names are set out on page 6 of this document |
| “Enlarged Share Capital” | the issued share capital of the Company following Admission, as enlarged by the Placing Shares |
| “Existing Ordinary Shares” | 42,181,669 Ordinary Shares in issue at the date of this document |
| “FSA” | the Financial Services Authority of the United Kingdom |
| “Form of Proxy” | the form of proxy for use by shareholders at the General Meeting, enclosed with this document |
| “General Meeting” or “GM” | the general meeting of the Company to be held at the registered office of the Company at 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG at 2.00 p.m. on 25 February 2013, notice of which is set out at the end of this document |
| “London Stock Exchange” | London Stock Exchange plc |
| “Notice of General Meeting” | the notice convening the General Meeting set out at the end of this document |
| “Ordinary Shares” | the ordinary shares of 20 pence each in the capital of the Company |
| “Placing Agreement” | the conditional agreement dated 7 February 2013 between the Company and Cenkos relating to the Placing, further details of which are set out in this document |
| “Placing Price” | 200 pence per Placing Share |

| | |
|--------------------------|--|
| “Placing Shares” | 3,250,000 new Ordinary Shares to be issued by the Company at the Placing Price pursuant to the Placing Agreement |
| “Placing” | the proposed placing by Cenkos of the Placing Shares on behalf of the Company pursuant to the Placing Agreement |
| “Regulations” | the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) |
| “Resolutions” | the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting |
| “Telefónica” | Telefónica Digital Limited of 260 Bath Road, Slough, Berkshire SL1 4DX |
| “Shareholders” | holders of Ordinary Shares |
| “UK” or “United Kingdom” | the United Kingdom of Great Britain and Northern Ireland |
| “United States” or “US” | the United States of America, its territories and possessions, any State of the United States and the District of Columbia |

LETTER FROM THE CHAIRMAN

Bango PLC

(Incorporated in England and Wales with company number 05386079)

Directors:

David Sear (*Non-Executive Chairman*)
Ray Anderson (*Chief Executive Officer*)
Gerry Tucker (*Chief Financial Officer*)
Anil Malhotra (*Vice President Marketing and Alliances*)
Rudy Burger (*Non-Executive Director*)
Martin Rigby (*Non-Executive Director*)

Registered Office:

5 Westbrook Centre
Milton Road
Cambridge
CB4 1YG

8 February 2013

Dear Shareholder

**Proposed placing of 3,250,000 new Ordinary Shares at 200 pence per share
and
Notice of General Meeting**

1. Introduction

The Company has today announced a proposed placing of 3,250,000 new Ordinary Shares at 200 pence per Placing Share to raise £6.5 million (before expenses).

Shareholders should note that the Placing is subject to certain conditions, as set out in paragraph 4 below, including shareholder approval of the Resolutions which are being proposed at the General Meeting. If the Resolutions are not passed by the requisite majority, the Placing will not proceed. Accordingly, you will find set out at the end of this document a notice convening a general meeting of the Company to be held at the registered office of the Company at 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG at 2.00 p.m. on 25 February 2013.

The purpose of this letter is to provide reasons for and further information on the Placing, including the intended use of the net proceeds of the Placing, and to explain why the Board considers the Placing to be in the best interests of the Company and the Shareholders as a whole.

The Directors unanimously recommend that you vote in favour of the Resolutions at the General Meeting as they intend to do in respect of their own beneficial holdings of Ordinary Shares amounting to, in aggregate, 10,995,618 Ordinary Shares, representing approximately 26.1 per cent. of the Existing Ordinary Shares.

2. Current Trading

Bango provided an update on business activities on 17 January 2013. At the same time, Bango advised that it had signed a global framework agreement with Telefónica. As noted in that announcement, the two companies will partner globally to create an enhanced direct-to-bill payment experience for mobile app stores. Copies of both announcements can be found at www.bango.com.

Bango announced last March that it had decided to align its fiscal year end to the calendar year. As a result, Bango will report on a nine-month trading period, from 1 April 2012 to 31 December 2012 on 19 March 2013. Thereafter, Bango will report half yearly in respect of the six month period ending 30 June and will publish annual accounts for the financial year ending 31 December. In its recent market update, Bango stated that technology and personnel investments to support the continued growth of the business, in addition to some increased spend to prepare for the forthcoming release of Blackberry10, have contributed to an expected loss for the nine month trading period of around £2.4 million, of which approximately £1.3 million relates to one-off items (including technology costs of approximately £400,000 and people costs, such as share based payments, of approximately £800,000). Net cash at 31 December 2012 was £2.3 million (at 31 March 2012: £1.79 million).

3. Reasons for the Placing and use of the Proceeds

In May 2012, Bango announced that it was raising approximately £3 million net of expenses by way of a placing of new Ordinary Shares. Following that successful fundraising, Bango executed its plan to prepare for significant scaling-up in future transaction volumes; Bango made key hires to boost its executive and operational team, invested approximately £1 million in a major hardware and software platform refresh in its primary datacentre in order to be capable of processing significantly higher volumes of payment and analytics transactions and continued to innovate in its payment platform and analytics products.

Bango now holds more than 200 million billable identities and has a total reach exceeding 1 billion mobile phone users. Analytics transaction volume doubled again during 2012 and end user spend growth resumed again towards the end of 2012 and this trend has continued into 2013.

Bango is now witnessing increasing interest from key customers in emerging markets which could benefit most from operator billing (as credit card use is less prevalent in these markets). In particular, Bango sees opportunities in Brazil through its new relationship with Telefónica as well as with other mobile network operators elsewhere in Latin America. Bango has also spent some time with key customers and mobile operators in India and uncovered similar opportunities there and in other parts of Asia.

Accordingly, in order to be better positioned to take advantage of these opportunities, Bango has announced today that it has conducted a proposed placing with institutional investors of 3,250,000 new Ordinary Shares at 200 pence per share to raise £6.5 million (before expenses), subject to the conditions in paragraph 4 below. Bango intends to use the net proceeds of the Placing as follows:

- to increase its capability to underwrite emerging market opportunities. The Directors believe that a stronger balance sheet will demonstrate to key partners that Bango's financial position is not being stretched;
- to have greater capacity to fund further business development with a view to gaining more mobile network operator partners. In this regard, the Directors consider that the recently announced Telefónica partnership is potentially significant for Bango and they are keen to enter into further partnerships with other major mobile network operators. The Directors recognise that developing such business will take time and additional resources and they wish to ensure that Bango's existing payment and analytics operations do not suffer as a result; and
- to generally strengthen Bango's balance sheet to permit alternative sources of financing if required. As noted in the recent market update, Bango has invested more than £1 million of its own cash during the second half of 2012 in IT infrastructure and the additional balance sheet strength could enable more cost effective alternative financing if needed.

4. Further details of the Placing

The Directors consider that it is in the best interests of the Company and Shareholders as a whole for the funds to be raised by conducting the fundraising through a placing with institutional investors. If the Company had made an offer, by way of a rights issue or open offer, to allow existing Shareholders to subscribe for additional Ordinary Shares, this would have necessitated significant additional cost, imposition on management time and a possible delay to the execution of the Company's plans. The Directors will continue to monitor and evaluate the different ways in which the Company can raise finance to fund the Company's growth.

The Placing is conditional, amongst other things, upon:

- (i) the Resolutions to be proposed at the General Meeting being passed without amendment;
- (ii) the Placing Agreement becoming unconditional in all respects (save for Admission) and it not having been terminated; and
- (iii) admission of the Placing Shares to trading on AIM becoming effective by not later than 8.00 a.m. on 26 February 2013 (or such later time and date as the Company and Cenkos may agree, not being later than 8.00 a.m. on 7 March 2013).

The Placing Agreement contains certain warranties (subject to limitations which are normal for an agreement of this type) given by the Company in favour of Cenkos as to certain matters relating to the Company and its business. In addition, the Company has given certain undertakings to Cenkos and has agreed to indemnify Cenkos in relation to certain liabilities Cenkos could incur in respect of the Placing.

The Placing Agreement can be terminated by Cenkos in certain circumstances up until the time of Admission, including in particular, in the event of a material breach of the warranties given to Cenkos in the Placing Agreement, the failure of the Company to comply in any material respect with its obligations under the Placing Agreement or the occurrence of a serious and adverse change to the business of the Company which, in the reasonable opinion of Cenkos, is material in the context of the Placing.

The Placing Price represents a discount of approximately 3.6 per cent. to the mid-market closing price of 207.5 per Ordinary Share on 7 February 2013, being the last practicable dealing day prior to the publication of this document. The Placing Shares will represent approximately 7.2 per cent. of the Enlarged Share Capital following Admission.

In consideration for the services to be provided to the Company by Cenkos in connection with Admission and the Placing, the Company has agreed to pay Cenkos certain fees and commissions and certain other costs and expenses incidental to Admission and/or the Placing.

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM and it is anticipated that trading in the Placing Shares will commence on AIM at 8.00 a.m. on 26 February 2013.

The Placing Shares will, when issued and fully paid, rank equally in all respects with the Existing Ordinary Shares, including the right to receive any dividend or other distribution declared, made or paid after Admission.

It is expected that the Placing Shares to be held in uncertificated form will be delivered in CREST on 26 February 2013 and that share certificates for the Placing Shares to be held in certificated form will be dispatched by first class post by 7 March 2013.

5. General Meeting

The Notice convening the General Meeting of the Company, to be held at the registered office of the Company at 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG at 2.00 p.m. on 25 February 2013 is set out at the end of this document.

At the General Meeting, the following Resolutions will be proposed:

Resolution 1 - Authority to allot the Placing Shares

The Directors require the authority of Shareholders in order to allot the Placing Shares and Resolution 1 provides such authority by granting the Directors authority to allot Ordinary Shares in the capital of the Company, for the purpose of the Placing, up to a maximum nominal amount of £650,000 (representing, as at 7 February 2013 (being the latest practicable date before the publication of this document), 7.7 per cent. of the Existing Ordinary Shares) being 3,250,000 Ordinary Shares in number. This authority, if granted, will expire on the date falling 15 months after the General Meeting or, if earlier, on the date of the next Annual General Meeting of the Company.

Resolution 1 is being proposed as an ordinary resolution and will therefore require more than 50 per cent. of the votes cast, whether in person or by proxy, to be in favour of the resolution. This authority, if granted, will be in addition to any existing authorities to allot Ordinary Shares granted to the Directors prior to the date of this document which will continue in full force and effect whether or not the Placing is effected.

Resolution 2 – Disapplication of pre-emption rights for the Placing Shares

Section 561 of the Companies Act requires that, on an allotment of “equity securities” for cash, such equity securities must first be offered to existing Shareholders in proportion to the number of Ordinary Shares they each hold at that time. This is known as a shareholder’s pre-emption right. The Placing Shares are “equity securities” for these purposes. Accordingly, the Placing Shares cannot be allotted for cash on

a non pre-emptive basis unless Shareholders have first waived their pre-emption rights and Resolution 2, if passed, provides such a waiver. If Resolution 2 is passed, the Directors will be able to allot the Placing Shares, on a non pre-emptive basis, to the extent of the authority granted by Resolution 1. The authority to allot the Placing Shares for cash on a non pre-emptive basis in respect of the Placing will, if granted, last until the date falling 15 months after the General Meeting or, if earlier, until the next Annual General Meeting of the Company.

Resolution 2 is being proposed as a special resolution and will therefore require not less than 75 per cent. of the votes cast, whether in person or by proxy, to be in favour of the resolution. This authority, if granted, will be in addition to any existing authorities to allot Ordinary Shares free of pre-emption rights granted to the Directors prior to the date of this document which will continue in full force and effect whether or not the Placing is effected.

Shareholders who have queries about the General Meeting or about completion of a Form of Proxy should use the following means of communication:

- calling The Company Secretary on +44 20 8678 7273; or
- calling the Company's registrar's shareholder helpline on 0870 707 1131 or +44 870 707 1131 from outside of the UK. Lines are open Monday to Friday, 9.00 a.m. to 5.00 p.m.

6. Action to be taken

A Form of Proxy for use at the General Meeting is enclosed.

It is important that you complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon and return it to the Company Secretary at 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG as soon as possible and in any event so as to be received by no later than 2.00 p.m. on 21 February 2013 (being 48 hours before the time of the General Meeting excluding any part of a day that is not a working day). Alternatively, a proxy may be appointed electronically by following the instructions in Note 8 to the Notice of General Meeting. Completion and return of the Form of Proxy or the electronic appointment of a proxy will not preclude you from attending and voting at the meeting, should you wish to do so.

7. Recommendation

The Directors believe that completion of the Placing and the approval of the Resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions at the General Meeting, as they intend to do in respect of their own beneficial holdings of Ordinary Shares amounting to, in aggregate, 10,995,618 Ordinary Shares, representing approximately 26.1 per cent. of the Existing Ordinary Shares.

Yours sincerely

David Sear
Chairman

NOTICE OF GENERAL MEETING

Bango PLC

(Incorporated in England and Wales with company number 05386079)

NOTICE IS HEREBY GIVEN that a General Meeting (the “**Meeting**”) of Bango PLC (the “**Company**”) will be held at the registered office of the Company at 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG on 25 February 2013 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, of which Resolution 1 will be proposed as an ordinary resolution and Resolution 2 will be proposed as a special resolution.

Ordinary Resolution

1. THAT, conditional upon the Placing Agreement (as defined in the circular to shareholders of the Company dated 8 February 2013 (the “**Circular**”)) becoming unconditional in all respects (save only for any conditions dependent on the passing of the Resolutions and Admission (as defined in the Circular)) and not being terminated in accordance with its terms, and in addition to any other authority which may have been given to the directors pursuant to 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 up to an aggregate nominal value of £650,000 pursuant to or in connection with the allotment of 3,250,000 new ordinary shares of 20 pence each in the capital of the Company to such persons as may be entitled in connection with the Placing (as defined in the Circular).

Such authority shall, unless previously renewed, revoked, varied or extended by the Company in general meeting, expire at the earlier of the date which is 15 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company save that the Company may prior to the expiry of such period make any offer(s) or enter into any agreement(s) which would or might require such shares to be allotted after the expiry of the said period and the directors may allot such shares in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

Special Resolution

2. THAT, conditional upon the passing of Resolution 1 and the Placing Agreement becoming unconditional in all respects (save only for any conditions dependent on the passing of the Resolutions and Admission) and not being terminated in accordance with its terms, and in addition to any existing power given to the directors pursuant to section 571 of the Act prior to the date of the passing of this resolution, the directors be and they are hereby empowered pursuant to section 571 of the Act to allot the shares that are the subject of Resolution 1 for cash, pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 1, as if section 561(1) of the Act did not apply to such allotment.

Such authority shall, unless previously renewed, revoked, varied or extended by the Company in general meeting, expire at the earlier of the date which is 15 months from the date of passing of this resolution and the conclusion of the next annual general meeting of the Company save that the Company may prior to the expiry of such period make any offer(s) or enter into any agreement(s) which would or might require such shares to be allotted after the expiry of the said period and the directors may allot such shares in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

BY ORDER OF THE BOARD

Henry Goldstein
Company Secretary

Registered office:
5 Westbrook Centre
Milton Road
Cambridge
CB4 1YG

8 February 2013

NOTES TO THE NOTICE OF 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:
 - at the time which is 48 hours prior to the Meeting; or,
 - if this Meeting is adjourned, at the time which is 48 hours prior to the adjourned meeting,shall be entitled to attend and vote at the 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 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. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section. Please read the section "Nominated persons" below.
4. 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 proxy form are set out in the notes to the proxy form. 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 them.
5. 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. To appoint more than one proxy, you may photocopy the proxy form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. Failure to specify the number of shares to which each proxy appointment relates or specifying more shares than the number of shares held by you at the time set out in note 1 above will result in the proxy appointments being invalid.
6. 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 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.

Appointment of proxies using hard copy form

7. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to The Company Secretary, Bango PLC, 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG; and
- received by The Company Secretary no later than 2.00 p.m. on 21 February 2013.

CREST members should use the CREST electronic proxy appointment service and refer to note 8 below in relation to the submission of a proxy appointment via CREST.

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.

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 be included with the proxy form.

In each case the proxy appointment must be received not less than 48 hours before the time for the holding of the Meeting or adjourned meeting (excluding any part of a day that is not a working day) together (except in the case of appointments made electronically) with any authority (or notarially certified copy of such authority) under which it is signed.

Appointment of proxies through CREST

8. As an alternative to completing the hardcopy proxy form, CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the Company's agent (ID: RA 10) by not later than 48 hours prior to the time appointed for the Meeting or adjourned meeting (excluding any part of a day that is not a working day). For this purpose, the time of receipt

will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint 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 (the first-named being the most senior).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact The Company Secretary, Bango PLC, 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG.

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.

Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to The Company Secretary, Bango PLC, 5 Westbrook Centre, Milton Road, Cambridge CB4 1YG. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by The Company Secretary not less than 48 hours before the time for holding the Meeting or adjourned meeting (excluding any part of a day that is not a working day).

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

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.

Corporate representatives

12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

13. As at 5.00 p.m. on date before the date of this notice, the Company's issued share capital comprised 42,181,669 ordinary shares of 20 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on the date before the date of this notice is 42,181,669.

Nominated persons

14. If you are a person who has been nominated under section 146 of the Companies Act 2006 to enjoy information rights ("**Nominated Person**"):

You may have a right under an agreement between you and the member of the Company who has nominated you to have information rights ("**Relevant Member**") to be appointed or to have someone else appointed as a proxy for the Meeting.

If you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights.

Your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

Communication

15. Except as provided above, members who have general queries about the Meeting should use the following means of communication:
- calling The Company Secretary on +44 20 8678 7273; or
 - calling our shareholder helpline on 0870 707 1131 or +44 870 707 1131 from outside of the UK. Lines are open Monday to Friday, 9.00 a.m. to 5.00 p.m.

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

