

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. When considering what action you should take, you should seek your own personal financial advice immediately from your independent financial adviser.

Please read the whole of this document in conjunction with the Notice of General Meeting and notes set out in Appendix 1.

If you have sold or otherwise transferred all of your ordinary shares of £0.01 each in Monitise plc, please send this document and the accompanying form of proxy and attendance and admission cards at once to the purchaser or transferee or to the agent through whom the sale or transfer was effected for delivery to the purchaser or transferee.

MONITISE PLC

(Incorporated in England under registered number 6011822)

Recommended subscription for new Ordinary Shares

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of Monitise which is set out on pages 6 to 10 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

A General Meeting to consider the proposals described in this document will be held at 10.00 a.m. on 4 January 2010 at Financial Dynamics, Holborn Gate, 26 Southampton Buildings, London WC2A 1PB. You are requested to complete, sign and return the enclosed attendance card, indicating whether you intend to attend the General Meeting and also (whether or not you intend to attend) the enclosed Form of Proxy to Monitise's registrars, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL as soon as possible but in any event, in order to be valid, to arrive not later than 10.00 a.m. on 2 January 2010. Please note that completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you wish to do so.

This document does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, the New Shares proposed to be issued in connection with the Subscriptions. Such New Shares have not been and will not be registered under the US Securities Act or under any relevant securities laws of any state or other jurisdiction of the United States and may not be offered, sold, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, within the United States except as permitted under the US Securities Act and applicable state securities laws, pursuant to registration or exemption therefrom.

Investec is authorised and regulated in the UK by the FSA and is acting exclusively for the Group in its capacity as Nomad in connection with the Subscriptions and not for any other person and will not be responsible to any other person for providing the protections afforded to Investec's customers, or for providing advice in relation to the Subscriptions, the contents of this document or the accompanying documents or any arrangements referred to therein.

EXPECTED TIMETABLE FOR THE SUBSCRIPTIONS

Latest time for receipt of Form of Proxy	10.00 a.m. on 2 January 2010
General Meeting of the Company	10.00 a.m. on 4 January 2010
Admission of New Shares to AIM trading (Phase 1)	5 January 2010
Completion of Phase 1 of the Subscriptions	5 January 2010

SUBSCRIPTION STATISTICS

The statistics shown below represent the impact of the Subscriptions (including conditional Subscriptions) and the Warrant were all phases to complete in the order set out below.

Number of Ordinary Shares currently in issue	414,135,737
Number of New Shares to be issued pursuant to the Subscriptions and the Warrant:	
● Phase 1	57,254,430
● Phase 2	21,463,286
● Phase 3	18,601,514
● Phase 4	18,601,514
Aggregate number of New Shares to be issued pursuant to the Subscriptions and the Warrant	115,920,744
Number of Shares in issue following completion of the Subscriptions in full and exercise of the Warrant	530,056,481
Price per New Share:	
● Phase 1	13 pence
● Phase 2	13 pence
● Phase 3	15 pence
● Phase 4	15 pence
Gross proceeds from the Subscriptions and the exercise of the Warrant receivable by the Company:	
● Phase 1	£7,443,075.90
● Phase 2	£2,790,227.18
● Phase 3	£2,790,227.10
● Phase 4	£2,790,227.10
Aggregate gross proceeds:	£15,813,757.28
Number of New Shares as a percentage of the enlarged issued share capital of the Company at the end of each Phase:	
● Phase 1	12.1%
● Phase 2	4.4%
● Phase 3	3.6%
● Phase 4	3.5%
Maximum total number of New Shares as a percentage of the enlarged issued share capital of the Company (assuming all Phases complete)	21.9%

DEFINITIONS

In this document the following expressions shall have the meanings set opposite them below:

Admission	the admission of the New Shares to trading on AIM in accordance with the AIM Rules;
AIM	the AIM market of the London Stock Exchange plc;
AIM Rules	the rules for companies whose securities are traded on AIM and their nominated advisers published by the London Stock Exchange plc as amended from time to time;
Announcement	the Company's announcement attached at Appendix 2;
Asia Pacific Joint Venture	the proposed joint venture between the Company and First Eastern for the Asia/Pacific region, as referred to in the Announcement;
Board	the board of directors of Monitise;
CREST	the relevant system (as defined in the Regulations) in respect of which Euroclear is the operator;
CREST Manual	the manual issued by Euroclear from time to time;
Euroclear	Euroclear UK & Ireland Limited;
First Eastern	First Eastern (Holdings) Limited;
Form of Proxy	the form appointing another person to act as proxy on a vote for and on behalf of a Shareholder at the General Meeting;
General Meeting	the general meeting of the Company to be held on 4 January 2010;
Group	Monitise and its group undertakings;
Investors	the subscribers for the New Shares under the Subscriptions and the Warrant (each an "Investor");
Mobile Money Network	a mobile money network to extend mobile banking and payments into the retail channel;
Mobile Money Network Joint Venture	an agreement between the Company, The Carphone Warehouse and others in relation to a proposed joint venture to create the Mobile Money Network, as referred to in the Announcement;
Monitise or the Company	Monitise plc, a company registered in England with registered number 6011822;
New Shares	up to 115,920,744 new Shares to be allotted and issued pursuant to the Subscriptions;
Notice	the notice of General Meeting set out in Appendix 1;
Phases 1, 2, 3 and 4	the four phases comprising the Subscriptions and the exercise of the Warrant as set out on pages 7 and 8 of this document (each a "Phase");

Prospectus Rules	the rules contained in the Financial Services Authority's Prospectus Rules sourcebook setting out the form, content and approval requirements for prospectuses;
Q1	the period from 1 January to 31 March;
Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755);
Resolutions	the ordinary and special resolutions set out in the Notice;
RNS	the electronic information dissemination service operated by the London Stock Exchange;
SCB	Standard Chartered Bank;
Shareholder	a holder of Shares (together the "Shareholders");
Shares or Ordinary Shares	the ordinary shares of £0.01 each in the capital of the Company;
Subscriptions	the allotment and issue of the New Shares to Investors comprising Phase 1, Phase 2 and Phase 3;
The Carphone Warehouse	The Carphone Warehouse Group plc;
UBS	UBS Global Asset Management (UK) Ltd;
US Securities Act	the US Securities Act of 1933, as amended, as enacted in the United States as well as the rules and regulations effected thereunder;
United States	the United States of America;
Visa	Visa International Service Association; and
Warrant	the right for First Eastern to subscribe at any time before 1 April 2010 (or such later time as the Company agrees) for 16,666,666 New Shares at a subscription price of 15p per New Share (and the exercise of the Warrant comprises Phase 4).

Monitise plc

(registered in England under registered number 6011822)

Warnford Court
29 Throgmorton Street
London EC2N 2AT

17 December 2009

Dear Shareholder

Introduction

I am writing to you to inform you that today Monitise announced two new key partnerships and related agreements to invest in New Shares totalling up to a potential £15.8 million.

Monitise has agreed heads of terms with First Eastern, a leading Hong Kong based direct investment firm, to create a new joint venture covering the wider Asia Pacific region. First Eastern has agreed to subscribe for £5 million of New Shares as part of Phase 1 of the Subscriptions as well as a further £2.5 million of New Shares on completion of the Asia Pacific Joint Venture as part of Phase 2 of the Subscriptions. Both these subscriptions will be made at 13p per New Share (a premium of 8 per cent. to the closing market price of 12p on 16 December 2009). In addition, the Company has agreed to grant First Eastern a short term warrant to invest a further £2.5 million for New Shares on or before 1 April 2010 (or such later date as the Company agrees) at 15p per New Share (a premium of 25 per cent. to the closing market price of 12p on 16 December 2009). The exercise of the Warrant comprises Phase 4. Completion of the Asia Pacific Joint Venture is expected to take place during Q1 2010.

Monitise has also agreed heads of terms with The Carphone Warehouse to create a joint venture to build the Mobile Money Network. The Carphone Warehouse has agreed to subscribe for £2.5 million of New Shares on completion of the Mobile Money Network Joint Venture as part of Phase 3 of the Subscriptions. The Carphone Warehouse's subscription will be made at 15p per New Share (a premium of 25 per cent. to the closing market price of 12p on 16 December 2009). Completion of the Mobile Money Network Joint Venture is also expected to take place during Q1 2010.

Existing major Shareholders have agreed to invest as part of the Subscriptions as set out in the section of this letter headed "Details of the Subscriptions and the Warrant".

The Subscriptions and the grant of the Warrant are conditional, amongst other things, on Shareholders passing the Resolutions which will be proposed at the General Meeting (the formal notice convening which appears in Appendix 1 to this letter) and the admission of the New Shares to trading on AIM.

Outlined below are further details in relation to the Asia Pacific Joint Venture, the Mobile Money Network Joint Venture, the Subscriptions and the Warrant and the reasons why the Board is recommending that you vote in favour of the Resolutions.

A copy of the Announcement made by the Company today is attached at Appendix 2 to this letter.

Asia Pacific Joint Venture with First Eastern

The Board is delighted to announce that heads of terms have been signed with First Eastern, a leading Hong Kong based direct investment firm and part of the First Eastern Investment Group, for a new joint venture for the Asia Pacific region.

First Eastern, led by Victor Chu, will work with Monitise to deploy mobile banking and payments services in Hong Kong, China and other territories in the Asia Pacific region. The first services are expected to be available to consumers through banks and financial institutions during the first half of 2010.

Further details of the terms of the joint venture will be provided to Shareholders on completion of the Asia Pacific Joint Venture which is expected during Q1 2010.

Mobile Money Network Joint Venture with The Carphone Warehouse

The Board is also delighted to announce that heads of terms have been signed with The Carphone Warehouse for a new joint venture agreement to establish the Mobile Money Network. It is intended that the Mobile Money Network will be open initially to participants in the UK, before being rolled out into Europe and the United States. Once established it will enable consumers to sign up to mobile banking services, to buy goods and services from network members, to send money to their friends including friends in the participating countries, to top up their prepaid and loyalty cards and to top up their mobile phones, all from their mobile phone. The first services are expected to be available to consumers in early 2010.

The Carphone Warehouse retail business in the UK, which has over 800 stores, would become the first retail partner of the Mobile Money Network Joint Venture.

The Mobile Money Network will utilise Monitise's Mobile Money Manager platform which is now supporting over 200 banks and financial institutions in the UK and the United States with over 1.3 million registered customers. The Mobile Money Network Joint Venture will build on the marketing agreement between Monitise and The Carphone Warehouse which was announced earlier this year.

Further details of the terms of the joint venture will be provided to Shareholders on completion of the Mobile Money Network Joint Venture which is expected during Q1 2010.

Details of the Subscriptions and the Warrant

Completion of the Subscriptions and the exercise of the Warrant will take place in four Phases:

1. First Eastern, Visa, UBS and SCB will subscribe for 57,254,430 New Shares in aggregate at a subscription price of 13p per New Share provided that the following conditions are fulfilled by 15 January 2010 (or such later date as the Company agrees with the relevant Investors):
 - Shareholders passing the Resolutions;
 - Admission of the relevant New Shares; and
 - no material adverse change having occurred in respect of the Company prior to completion.
2. First Eastern and UBS will subscribe for a further 21,463,286 New Shares in aggregate at a subscription price of 13p per New Share provided that the following conditions are fulfilled before 5.00 p.m. on 1 April 2010 (or such later date as the Company agrees with the relevant Investors):
 - Shareholders passing the Resolutions;
 - Admission of the relevant New Shares;
 - First Eastern and the Company entering into the joint venture agreement for the Asia Pacific Joint Venture; and
 - no material adverse change having occurred in respect of the Company prior to completion.
3. The Carphone Warehouse and UBS will subscribe for a further 18,601,514 New Shares in aggregate at a subscription price of 15p per New Share provided that the following conditions are fulfilled before 5.00 p.m. on 1 April 2010 (or such later date as the Company agrees with the relevant Investors):
 - Shareholders passing the Resolutions;
 - Admission of the relevant New Shares; and
 - The Carphone Warehouse and the Company entering into the joint venture agreement for the Mobile Money Network Joint Venture.

The Carphone Warehouse and UBS will also be entitled to subscribe for such New Shares in limited circumstances where the Mobile Money Network Joint Venture does not complete, including were the Company to withdraw from negotiations without cause.

4. Upon First Eastern exercising the Warrant, First Eastern and UBS will subscribe for 18,601,514 New Shares in aggregate at a subscription price of 15p per New Share.

The New Shares will, if issued, rank *pari passu* in all respects with the Company's existing Shares.

In connection with its subscription for New Shares, First Eastern will be entitled to nominate a director for appointment to the Board provided that the Company and First Eastern have entered into the Asia Pacific Joint Venture and First Eastern continues to hold Shares representing not less than 10 per cent. of the issued share capital of the Company.

The Subscriptions are being made on a non pre-emptive basis since the subscription price for New Shares of 13p per Share represents a premium of 8 per cent. to the closing market price of 12p on 16 December 2009 and the subscription price for New Shares of 15p represents a premium of 25 per cent. to the closing market price of 12p on 16 December 2009. Also the making of a pre-emptive offer to all Shareholders would require the production of a prospectus which would have to comply with the Prospectus Rules and be pre-vetted and approved by the Financial Services Authority. The time required to complete a prospectus and the increased risk associated with completing a complex series of transactions, along with the costs of a pre-emptive offer to all Shareholders under the Prospectus Rules are considered by the Board to be excessive in these circumstances.

The Board (with an aggregate shareholding of 5.5 per cent. of the current issued share capital of the Company) unanimously recommends that Shareholders vote in favour of the Resolutions required to complete the Subscriptions and to grant the Warrant and each Board member intends to vote in favour of the Resolutions in respect of his own Shares.

Anticipated benefits of the Asia Pacific Joint Venture, the Mobile Money Network Joint Venture, the Subscriptions and the Warrant

The new joint ventures will enable Monitise to pursue its dual strategy to develop a global franchise and to expand its services in each territory it enters. Monitise's current live banking services in the UK and the United States are already expanding rapidly in terms of both customer numbers and the range of money management and payments services available. The move into the retail sector with The Carphone Warehouse opens up the potential of mobile shopping, consumer offers and friends and family payments to a very substantial audience.

Equally, the expansion into Asia from Hong Kong gives Monitise access to this growth market, to complement its work in other markets.

The injection of additional capital pursuant to the Subscriptions and the exercise of the Warrant will enable Monitise to deploy appropriate resources to the new opportunities described in the Announcement and will enable Monitise to continue to accelerate its growth.

Implementation

As described above, the Subscriptions and the grant of the Warrant will proceed only if the Resolutions are approved without amendment and the other conditions to the Subscriptions are satisfied.

If the Resolutions are approved without amendment, application will be made to the London Stock Exchange plc for 57,254,430 of the New Shares to be admitted to trading on AIM for the purposes of Phase 1 of the Subscriptions. It is anticipated that Admission of such New Shares will take place on the next business day following the General Meeting, being 5 January 2010.

Admission of the remaining New Shares will take place within 5 business days following the relevant conditions to their allotment and issue being fulfilled.

The New Shares will be settled through CREST (subject, where appropriate, to the requirements of the US Securities Act and applicable state securities laws).

General Meeting

A notice convening the General Meeting, at which the Resolutions are to be proposed, for 10.00 a.m. on 4 January 2010 at Financial Dynamics, Holborn Gate, 26 Southampton Buildings, London WC2A 1PB, is set out in Appendix 1.

The Resolutions are as follows:

1. An ordinary resolution authorising the Board to allot shares, pursuant to section 551 of the Companies Act 2006. Without this authorisation the Board will not be able to allot and issue the New Shares pursuant to the Subscriptions or grant the Warrant. The threshold of £2,539,660 set out in paragraph 1.1 of resolution 1 is sufficient to enable the Board to allot and issue the New Shares pursuant to the Subscriptions and to grant the Warrant. It also enables the Board, subject to having all other necessary authorities, to allot and issue further Shares equivalent to approximately one third of the nominal value of the Shares in issue on 16 December 2009. In addition the threshold of £1,380,453 set out in paragraph 1.2 of resolution 1 is sufficient to enable the Board, subject to having all other necessary authorities, to allot and issue further Shares equivalent to approximately one third of the nominal value of the Shares in issue on 16 December 2009 pursuant to a rights issue in respect of which all Shareholders are entitled to participate as nearly as possible in proportion to their holding of shares in the Company at the time. This latter authority is in line with guidance published by the Association of British Insurers Investment Committee in December 2008 in response to the particular recommendation of the Rights Issue Review Group that the overall allotment headroom that shareholders should normally be invited to approve be increased to two thirds of an issuer's current issued share capital. Resolution 1 will replace all previous authorities to allot granted to the Board.
2. A special resolution disapplying statutory pre-emption rights, which would otherwise require the Board to allot and issue the New Shares on a pre-emptive basis. The Board does not consider it appropriate to offer the New Shares on a pre-emptive basis for the reasons set out above. The threshold of £1,573,344 set out in paragraph 2.2 of resolution 2 is sufficient to enable the Board to allot and issue the New Shares and to grant the Warrant on a non pre-emptive basis. It also enables the Board, subject to having all other necessary authorities, to allot and issue on a non pre-emptive basis further Shares on a non pre-emptive basis with an aggregate nominal value of up to 10 per cent. of the nominal value of the Shares in issue on 16 December 2009. This authority is in line with current guidance from the National Association of Pension Funds which supports the threshold for pre-emption disapplications for AIM companies being increased to 10 per cent. of the issued ordinary share capital of the issuer on the basis that for such companies a smaller amount is often not sufficient to be of effective use. Resolution 2 will replace all previous disapplication waivers granted in respect of unissued Shares.

Related party transaction

UBS, through a number of intermediaries, currently has an interest in Shares representing 10.4 per cent. of the issued share capital of the Company. UBS is subscribing for a maximum of 12.1 million New Shares as part of the Subscriptions. Were all Subscriptions to complete and the Warrant to be exercised, this would result in UBS retaining a total holding of 10.4 per cent. of the issued share capital of Monitise immediately following completion of the Subscriptions.

Visa currently has an interest in Shares representing 14.4 per cent. of the issued share capital of the Company. Visa will be subscribing for 8.2 million New Shares as part of Phase 1 of the Subscriptions which will result in Visa retaining a total holding of 14.4 per cent. of the issued share capital of Monitise immediately following completion of Phase 1.

The subscriptions by UBS and Visa are classified as related party transactions under the AIM Rules. The Directors consider, having consulted with Investec Bank PLC, the Company's nominated adviser, that the terms of the Subscriptions by UBS and Visa are fair and reasonable insofar as Shareholders are concerned.

Forward looking statements

Statements contained in this document, particularly those regarding the possible or assumed future performance of the Company, industry growth or other trend projections and any estimated company

earnings are or may be forward looking statements and as such involve risks and uncertainties. Any such statements may be influenced by factors that could cause actual outcomes and results to be materially different from those expressed or implied by these statements.

Action to be taken

A Form of Proxy for use at the General Meeting and an attendance and admission card are enclosed.

Whether or not you intend to attend the General Meeting, you are requested to return the attendance card and the Form of Proxy duly completed to the Company's registrars, Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL as soon as possible and in any event, so as to be valid, to arrive before 10.00 a.m. on 2 January 2010. Submission of the Form of Proxy does not affect your ability to attend the General Meeting and vote in person, if you wish.

Recommendation

The Board considers that the Subscriptions and the grant of the Warrant are in the best interests of the Company and the Shareholders taken as a whole and accordingly unanimously recommends that you vote in favour of the Resolutions to be proposed at the General Meeting, as each Board member intends to do in respect of his own holdings, which in aggregate represents 5.5 per cent. of the Shares currently in issue.

Should you have any questions relating to the contents of this letter please do not hesitate to contact Tom Spurgeon, Chief Financial Officer on Tel: +44 (0)20 7947 4300 Email: tom.spurgeon@monitisegroup.com.

Yours faithfully,

Duncan McIntyre
Chairman

APPENDIX 1

Notice of General Meeting

MONITISE PLC (the “Company”)

Notice is hereby given that a General Meeting of Monitise plc (the “Company”) will be held at Financial Dynamics, Holborn Gate, 26 Southampton Buildings, London WC2A 1PB on 4 January 2010 at 10.00 a.m. to consider and, if thought fit, pass the following resolutions which in the case of the resolution numbered 1 will be proposed as an ordinary resolution and in the case of the resolution numbered 2 will be proposed as a special resolution:

Ordinary Resolution

1. THAT in accordance with section 551 of the Companies Act 2006 (the “2006 Act”):
 - 1.1 the Directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the 2006 Act) up to an aggregate nominal amount of £2,539,660 provided that this authority (unless previously revoked, varied or renewed) shall expire at the conclusion of the next Annual General Meeting of the Company, save that the Company may before such expiry 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 an offer or agreement as if the authority conferred hereby had not expired.
 - 1.2 in addition to the authority granted pursuant to paragraph 1.1 above, the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities up to an aggregate nominal amount of £1,380,453 in connection with a rights issue offered to holders of equity securities and other persons who are entitled to participate in proportion (as nearly as may be) to their then holdings of equity securities (or, as appropriate, the numbers of such securities which such other persons are for those purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may feel necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body of, or any stock exchange in, any territory and provided that this authority (unless previously revoked, varied or renewed) shall expire on the date of the next Annual General Meeting of the Company save that the Company may before such expiry 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 an offer or agreement as if the authority conferred hereby had not expired.

This authority is in substitution for any and all authorities previously conferred upon the Directors for the purposes of section 551 of the 2006 Act or section 80 of the Companies Act 1985, without prejudice to any allotments made pursuant to the terms of such authorities.

Special Resolution

2. THAT, conditionally upon the passing of the Resolution numbered 1 above, in accordance with section 570 of the 2006 Act, the Directors be and they are hereby given power for the period commencing on and with effect from the date this Resolution is passed and (unless previously revoked, varied or renewed) expiring on the date of the next Annual General Meeting of the Company to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by the Resolution numbered 1 above and to sell treasury shares as if section 561 of the 2006 Act did not apply to such allotment or sale, provided that this power shall be limited to:
 - 2.1 the allotment or sale of equity securities for cash in connection with or pursuant to an offer to the holders of equity securities and other persons entitled to participate in proportion (as nearly as may be) to their then holdings of equity securities (or, as appropriate, the numbers of such securities which such other persons are for those purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may feel necessary or expedient to deal with fractional entitlements or

legal or practical problems under the laws of, or the requirements of any recognised regulatory body of, or any stock exchange in, any territory; and

2.2 the allotment (otherwise than pursuant to sub-paragraph 2.1 hereof) or sale of equity securities for cash up to a maximum nominal value of £1,573,344,

save 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 or sold after such expiry and the Directors may allot or sell equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

This authority is in substitution for any and all authorities previously conferred upon the Directors for the purposes of section 570 of the 2006 Act or section 95(1) of the Companies Act 1985, without prejudice to any allotments made pursuant to the terms of such authorities.

By order of the Board,

Richard Waller
Company Secretary

17 December 2009

Registered office:
Warnford Court
29 Throgmorton Street
London
EC2N 2AT

NOTES

1. Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. A proxy need not be a Shareholder. A proxy form which may be used to make such appointment and give proxy instructions has been sent to Shareholders at the same time as this notice.
2. The appointment of a proxy will not prevent a Shareholder from subsequently attending and voting at the General Meeting in person.
3. To be effective the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be either (a) deposited at the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL not less than 48 hours before the time for holding the General Meeting or any adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the General Meeting or adjourned meeting) for the taking of the poll at which it is to be used, or (b) lodged using the CREST Proxy Voting Service – see Note 8 below.
4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
5. The statement of the rights of Shareholders in relation to the appointment of proxies in paragraph 1 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by Shareholders.
6. Holders of Shares are entitled to attend and vote at the General Meeting. The total number of issued Shares on 16 December 2009, which is the latest practicable date before the publication of this document, is 414,135,737. On a vote by show of hands every Shareholder who is present in person or by proxy shall have one vote. On a poll vote every Shareholder who is present in person or by proxy shall have one vote for every Share of which he is the holder.
7. Entitlement to attend and vote at the General Meeting, and the number of votes which may be cast thereat, will be determined by reference to the Company's Register of Members at 6.00 p.m. on 2 January 2010 or, if the meeting is adjourned, at 6.00 p.m. on the day two days before the date fixed for the adjourned meeting (as the case may be). In each case, changes to the Register of Members after such time will be disregarded.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this General Meeting and any adjournment thereof 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 should refer to their CREST sponsor or voting service provider who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear'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, the revocation of a proxy appointment 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 issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in Note 3 above. 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 issuer'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 a proxy appointed through CREST should be communicated to the appointee by other means.

CREST members, and where applicable their CREST sponsors or voting service providers, should note that Euroclear 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, to procure that his CREST sponsor or voting service provider takes) 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.

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

APPENDIX 2
ANNOUNCEMENT

The attached announcement, which was released on RNS on 17 December 2009, contains time sensitive information. The information contained in this announcement was only accurate at the time it was released. Neither the Company nor its advisers have provided or will be providing any written supplements or updates to the Announcement.



17 December 2009

MONITISE'S MOMENTUM ACCELERATES

- **Key partnerships extend Monitise's footprint:**
 - **Heads of Terms announced with First Eastern, a leading Hong Kong based direct investment firm, to rollout Mobile Money across Asia Pacific region**
 - **Heads of Terms announced with The Carphone Warehouse to create the Mobile Money Network – extending mobile banking and payments into the world of retail**
- **Additional funding secured:**
 - **Subscriptions of £7.4 million secured from First Eastern, UBS, Visa and Standard Chartered Bank**
 - **Further Conditional Subscriptions and Warrant, totalling £8.4 million agreed for early 2010**
- **First Half Trading Update:**
 - **Record consumer growth exceeds target and on track for full year revenue expectations**

Monitise plc (LSE: MONI.L) the global mobile banking and payments company, today announces two new strategic relationships, associated subscriptions for new shares and a first half pre-close trading update for the six months ending 31 December 2009.

New Joint Venture with Hong Kong's First Eastern

The Board of Monitise is delighted to announce that Heads of Terms for a new joint venture agreement covering the wider Asia Pacific region (the "Asia Pacific Joint Venture") to provide mobile banking and payment services have been agreed with First Eastern (Holdings) Limited ("First Eastern"), part of the First Eastern Investment Group, a leading Hong Kong based direct investment firm.

We have been talking to a number of potential partners in the region over the last 12 months. The scale of the opportunity in a region that includes 8 of the 15 most populous countries in the world, and that is expected to generate the highest economic growth globally in the next 5-10 years, meant finding the most appropriate partner was of fundamental importance. First Eastern's experience and track record of investing in the region combined with its local network of relationships will be of significant value alongside Monitise's technology and implementation expertise.

First Eastern, led by Victor Chu, will work with Monitise to deploy mobile banking and payments services in Hong Kong, China and other territories in the Asia Pacific region. The first services are expected to be available through banks and financial institutions to consumers during 2010. Further details will be provided on completion of the joint venture agreement which is expected during Q1 2010.

New Joint Venture with The Carphone Warehouse

The Board of Monitise is also delighted to announce that Heads of Terms have been agreed with The Carphone Warehouse Group plc ("The Carphone Warehouse") for a new joint venture agreement to establish a mobile money network to extend mobile banking and payments into the world of retail ("Mobile Money Network"). It is intended that the Mobile Money Network will be open initially to participants in the UK, before being rolled out into Europe and the USA. It aims to enable tens of millions of consumers to sign up to mobile banking services, buy goods and services from network members, to send money to their friends and family including those in other countries, to top up their prepaid and loyalty cards and to top up their mobile phones, all from a Mobile App. on their handset. The first services are expected to be available to consumers in early 2010.

The Carphone Warehouse retail business in the UK, which has over 800 stores, would become the first retail partner of the joint venture.

The Mobile Money Network will utilise Monitise's proven Mobile Money Manager platform, now supporting over 200 banks and financial institutions in the UK and USA with over 1.3 million registered customers and builds on the marketing agreement between Monitise and The Carphone Warehouse announced earlier this year.

Further details will be provided on completion of the joint venture agreement expected during Q1 2010.

Subscriptions for new ordinary shares in Monitise

First Eastern is subscribing for £5 million of new Monitise ordinary shares at 13p per share. In addition, First Eastern has agreed to subscribe for an additional £2.5 million of new Monitise ordinary shares at 13p per share upon completion of the Asia Pacific Joint Venture provided that completion occurs before 1 April 2010 (or such later date as the parties agree). First Eastern will also be issued a short term warrant to subscribe for a further £2.5 million of new Monitise ordinary shares at 15p per share ("Warrant") to be exercised on or before 1 April 2010 (or such later date that the company agrees). First Eastern will acquire the right to nominate a director for appointment to the Board of Monitise, conditional on the Asia Pacific Joint Venture completing and First Eastern maintaining a shareholding of not less than 10 per cent. in Monitise.

The Carphone Warehouse will subscribe for £2.5 million of new Monitise ordinary shares at 15p per share on completion of the Mobile Money Network Joint Venture provided that completion occurs before 1 April 2010 (or such later date as the parties agree). The Carphone Warehouse will also be entitled to subscribe for such shares at 15p per share where the Mobile Money Network Joint Venture is not concluded in certain limited circumstances, including were Monitise to withdraw from discussions with CPW without cause.

Existing major shareholders Visa International Service Association ("Visa"), UBS Global Asset Management (UK) Limited ("UBS") and Standard Chartered Bank ("SCB") are supporting the subscriptions. UBS has agreed to invest at each phase of the subscriptions described above and on exercise of the Warrant so as to maintain its percentage holdings in the Company. Visa and SCB have agreed to subscribe for £1.1 million and £0.6 million, respectively, of new Monitise ordinary shares at 13p per share in the first phase of the Subscriptions so as to maintain their percentage holdings in the Company following the first phase only.

The new shares to be subscribed for at 13p per share will be issued at a premium of 8 per cent. to the closing price of 12p on 16 December 2009. The new shares to be subscribed for at 15p per share will be issued at a premium of 25 per cent. to the closing price of 12p on 16 December 2009.

The subscriptions referred to above (the "Subscriptions") and the grant of the Warrant are subject, amongst other things, to Monitise shareholder approval, to no material adverse change having occurred to Monitise prior to completion, and to admission of the new shares to trading on AIM.

The effect of the Subscriptions and Warrant on the share capital of Monitise and percentage shareholdings of participants, were all phases to complete and the Warrant to be exercised, are shown in a table at the end of this announcement. All new shares will, if issued, rank *pari passu* in all respects with the Company's existing ordinary shares.

The total aggregate value of all the Subscriptions amounts to £15.8 million.

A Circular will be sent to shareholders shortly convening a General Meeting of the Company to be held on 4 January 2010 to approve the resolutions required to effect the Subscriptions and issue the Warrant.

The Board of Monitise (with an aggregate shareholding of 5.5 per cent. of the current issued share capital of Monitise) unanimously recommends that shareholders vote in favour of all the resolutions set out in the Circular and each Board member intends to vote in favour in respect of their own shares.

UBS, through a number of intermediaries, currently has an interest in ordinary shares in Monitise representing 10.4 per cent. of the issued share capital of the Company. UBS is subscribing for a maximum of 12.1 million new shares as part of the Subscriptions. Were all subscriptions to complete, this would

result in UBS maintaining a total holding of 10.4 per cent. of the issued share capital of Monitise immediately following the completion of the Subscriptions. Visa currently has an interest in ordinary shares in Monitise representing 14.4 per cent. of the issued share capital of the Company. Visa is subscribing for 8.2 million new shares as part of the first phase of the Subscriptions. The subscription by Visa would result in Visa maintaining a total holding of 14.4 per cent. of the issued share capital of Monitise immediately following completion of the first phase of the Subscriptions.

The subscriptions by Visa and UBS are classified as related party transactions under the AIM rules. The Directors consider, having consulted with Investec Bank PLC, the Company's nominated adviser, that the terms of the subscriptions by Visa and UBS are fair and reasonable insofar as shareholders are concerned.

The new joint ventures and Subscriptions will enable Monitise to pursue its dual strategy to develop a global franchise and expand its services in each territory it enters. Its current live banking services in the UK and USA are already expanding rapidly in terms of both customer numbers and the range of money management and payments services available. The move into the retail sector with The Carphone Warehouse opens up the potential of mobile shopping, consumer offers and friends and family payments to a very substantial audience.

Equally, the expansion into Asia from Hong Kong gives Monitise access to this growth market, to complement its work in other markets.

Victor Chu, chairman of First Eastern, said:

"We are most excited to partner with Monitise in the Asia Pacific region. This will be a fantastic growth opportunity for both First Eastern and Monitise in view of the vast market potential here for value added services and products introduced by a proven mobile banking and payments platform. With First Eastern's extensive network and investment expertise, I am confident that we will contribute significantly as Monitise rolls out its ambitious expansion plans across the Asian region."

Andrew Harrison, chief executive officer of The Carphone Warehouse, said:

"We are entering the era of true mobility, where people can shop, buy and pay on the move. The Mobile Money Network is designed to open up this new world to everybody and we hope that many retailers will join so that we can offer people simple, secure, mobile shopping, from a single Mobile Application.

"Monitise have proved that their open model works for banking and we are pleased to partner with them in this exciting venture."

Tim Attinger, global head of product innovation, Visa Inc added:

"We are delighted with how our alliance with Monitise is developing. It is enabling Visa to optimise the development and user experience of Visa mobile applications for a broad range of mobile devices in market today."

Alastair Lukies, chief executive officer, Monitise commented:

"Monitise has reached a point of significant momentum. These new partnerships, together with the investments and full support of our existing strategic shareholders, validate our market leading status and position us very well to take the business through to profitability. People everywhere will be able to do their banking, shopping and make payments from their mobiles as easily as they can talk and text.

"After years of hard work building the platform for Mobile Money, it is good to see it come of age and begin to reach out to the mass market globally."

TRADING UPDATE

Financial Highlights

Monitise is performing well, with revenues expected to exceed £1.7 million for the half year to 31 December 2009, an increase of at least 55 per cent. on the equivalent period last year (£1.1 million). Transaction revenue for the half year of c£0.8 million is a four fold increase on the equivalent period last year. This reflects the fast growth in our customer numbers, and as we migrate customers to higher levels of revenue per user, we expect transaction revenues to accelerate.

Operating loss for the half year will depend on additional deals still in the final stages of negotiation. Costs for the half year will include the impact of the acquisition of 100 per cent. of Monilink, our UK joint venture, where we are seeing significant growth, ongoing investment in technical areas, embedding of structures to build on our new business lines, and costs of preparation for the opportunities that are now crystallising. Operating loss for the full year will vary based on deal flow, consumer growth and the level of investment made through the new ventures announced today.

Acquisition accounting impacts under IFRS3 for acquiring the outstanding 50 per cent. of Monilink will be provided in the Interim Results to 31 December 2009.

Cash balances across the Group at 31 December 2009 are anticipated to be circa £9 million. This is prior to the subscriptions announced above totalling a maximum of £15.8 million. The injection of additional capital at Group level will enable us to deploy appropriate resources to the new opportunities outlined in today's announcement and enable us to continue to accelerate our growth.

Current Trading

Monitise is growing rapidly and already has more than 1.3 million registered customers in the UK and USA. We are delighted to have hit our target of 1 million registered customers in October this year, more than 2 months ahead of target. The launch of our iPhone app. in the UK has created further impetus.

Equally the mix of services we offer is expanding with our base regular balance updates service being enhanced by balance on demand, inter account transfer and payment services. This means that the customer value is increasing, in particular now that many customers are now choosing multiple mobile services.

Monitise Europe

In the UK, we have taken 100 per cent. ownership of Monilink, now being rebranded Monitise. We are delighted to have taken full control of this core asset in the Group, and are experiencing significant momentum and customer growth. The ability to control direction and focus for the business will yield significant benefit both operationally and strategically.

We are very pleased with consumer demand for our iPhone mobile app., currently available through one of our banking partners, and expect roll out of this to other partners, coupled with the development of higher value services to build on the substantial progress we have made with text based services in 2009.

Monitise Americas

In North America we have cemented our relationship with Fidelity National Information Services, Inc ("FIS") following its merger with Metavante, and grown our financial institution base to in excess of 200 institutions, up from 60 in February 2009. The range of services we offer has been expanded and we are beginning to see growth in usage.

Monitise India

We reported in mid 2009 that our Indian venture was awaiting Reserve Bank of India ("RBI") approval. We are pleased that clearance has since been obtained from RBI to set up a mobile banking platform that can enable our client banks to deploy mobile banking applications in India. We are now waiting for one of our partners to get their respective internal and regulatory approvals for participating in our proposed venture. We have the support of a number of other significant organisations who are keen for us to commence operations.

We have continued our positive discussions with Standard Chartered Bank and on completion of the establishment of our joint venture, it is expected that Standard Chartered Bank will be one of the first banks to offer mobile services in India through Monitise India.

Further announcements concerning Monitise India and Monitise's relationship with Standard Chartered Bank globally will be made in due course.

Africa and the Middle East

Following agreeing heads of terms for a joint venture with Paynet to develop an ecosystem approach to develop a mobile money network in Africa in association with funds from the Africa Enterprise Challenge Fund, Monitise has tested its technology successfully in East Africa and is already receiving accolades for its inclusive approach. We are pursuing our open ecosystem approach as the best way of achieving sustainability and inclusivity, particularly for the unbanked people of the region.

"The ecosystem approach is the next step in the evolution of mobile money services. Monitise has a proven solution in the developed world and it is not difficult to see the same approach becoming successful in the emerging markets." said Nick Hughes, Creator of mpesa.

"Monitise has a unique approach that can help bring access to affordable mobile financial services to the unbanked." said GSMA's MMU programme manager, Seema Desai.

Visa

As Tim Attinger of Visa has said, work is progressing very well with Visa to deliver a number of mobile services to benefit their customers worldwide, with the first deployment expected in the first quarter of 2010.

Travellex

Our global agreement with Travellex announced recently will enable us to mobilise their leading Cash Passport prepaid card and enables us to develop new services with them in the UK and elsewhere.

INTERIM RESULTS

Monitise intends to announce its Interim Results to 31 December 2009 on 16 February 2010.

ANNEX: IMPACT OF SUBSCRIPTIONS

The table below shows the impact of each phase of the Subscriptions on participants and on the overall number of shares in issue. The table provides an indication of the overall impact of the deal, assuming all Subscriptions complete in the order shown below and the Warrant is exercised. Shareholdings are shown as cumulative figures after each phase completes.

<i>Shareholder</i>	<i>Pre Subscriptions Shares %</i>	<i>Phase 1 Shares %</i>	<i>Phase 2 Shares %</i>	<i>Phase 3 Shares %</i>	<i>Phase 4 Shares %</i>
Visa Shares	59,523,810 14.4%	67,753,000 14.4%	67,753,000 13.7%	67,753,000 13.2%	67,753,000 12.8%
UBS Shares	43,076,599 10.4%	49,031,955 10.4%	51,264,472 10.4%	53,199,320 10.4%	55,134,168 10.4%
SCB Shares	33,333,334 8.0%	37,941,680 8.0%	37,941,680 7.7%	37,941,680 7.4%	37,941,680 7.2%
First Eastern Shares	0 0.0%	38,461,538 8.2%	57,692,307 11.7%	57,692,307 11.3%	74,358,973 14.0%
CPW Shares	0 0.0%	0 0.0%	0 0.0%	16,666,666 3.3%	16,666,666 3.1%
Total	414,135,737	471,390,167	492,853,453	511,454,967	530,056,481

Notes:

Phase 1: Initial £5 million Subscription by First Eastern at 13p per share, with accompanying investment by Visa, UBS and SCB on same terms.

Phase 2: Further £2.5 million Subscription by First Eastern at 13p per share on completion of Asia Pacific Joint Venture, with accompanying investment by UBS on same terms.

Phase 3: £2.5 million Subscription by CPW at 15p per share on completion of Mobile Money Network joint venture, with accompanying investment by UBS on same terms.

Phase 4: Further £2.5 million Subscription by First Eastern at 15p per share on exercise of Warrant, with accompanying investment by UBS on same terms.

About Monitise

Monitise plc (LSE: MONI.L) has created the world's first mobile money networks, which allow customers of multiple banks and mobile operators to perform banking and payment transactions directly from their mobile handset.

With live services in the UK and in the USA, where it is in partnership with FIS, the company is currently working with international partners to deliver similar safe, secure mobile banking and payment services in territories worldwide. Current key partners include Visa, FIS, HSBC, Lloyds TSB, First Direct, Alliance & Leicester, Royal Bank of Scotland, NatWest, Ulster Bank, Vocalink, Vodafone, Orange, O2, T-Mobile and 3UK.

www.monitisegroup.com

About First Eastern

First Eastern is a leading Hong Kong-based investment group pioneering in the field of direct investments in China. Founded by Victor Chu in 1988, First Eastern has offices in Hong Kong, Beijing, Shanghai, Dubai, and London.

First Eastern and its associates have invested into over 100 projects in China and the Asia Pacific region covering infrastructure projects, light industries, real-estate development and financial services.

Victor Chu is the Chairman of First Eastern Investment Group. He is also Chairman of First Eastern Investment Bank Limited and FE Securities Limited. Over the last 20 years, Victor Chu has served at various times as Director and Council Member of the Hong Kong Stock Exchange, Member of the Hong Kong Takeovers and Mergers Panel, Advisory Committee Member of the Securities and Futures Commission, and part-time member of the Hong Kong Government's Central Policy Unit. Mr. Chu is currently a Foundation Board Member of the World Economic Forum in Geneva and co-chairs the Forum's International Business Council. He is also an Executive Board Member of the Paris-based International Chamber of Commerce and chairs the ICC Commission on Financial Services and Insurance on a worldwide basis.

About The Carphone Warehouse

The Carphone Warehouse (CPW) has over 820 stores nationwide. CPW is the largest independent mobile phone retailer in the world with 2,400 stores operating across 10 markets. The company is committed to offering impartial and expert advice on the widest range of the latest product plus unbeatable, after sales care.

www.carphonewarehouse.com

In May 2008, Best Buy and CPW agreed to create a new company, Best Buy Europe. The assets of the newly-formed company comprise CPW's existing retail business, operating from more than 2,400 stores in nine European countries under The Carphone Warehouse and Phone House brands. CPW continues to own 100 per cent. of its fixed line telecoms business in the U.K., comprising TalkTalk, AOL Broadband and Opal; and its share of the Virgin Mobile France joint venture.

Contacts:

Monitise Group
Alastair Lukies, CEO Tel: 020 7947 4300
Tom Spurgeon, CFO

For Financial PR enquires
Financial Dynamics
Juliet Clarke Tel: 020 7831 3113
Haya Herbert-Burns
Erwan Gouraud

For PR enquiries
Bell Pottinger Business & Brand
Adam Powell Tel: 020 7861 2514
Lucy McCartney Tel: 020 7861 2507

Investec (NOMAD to Monitise)
Patrick Robb Tel: 020 7597 4000
Rowena Murray

