

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, as amended.

If you sell or have sold or otherwise transferred all of your Ordinary Shares in Proventec plc you should deliver this document together with the enclosed Form of Proxy as soon as possible 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.

Application will be made for the Placing Shares to be admitted to trading on the AIM market of the London Stock Exchange plc ("AIM"). It is expected that admission to AIM will become effective and that dealings in the Placing Shares will commence on 3 August 2009. AIM is a market designed primarily for emerging and smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consulting with an independent financial adviser. The London Stock Exchange plc has not itself examined or approved the contents of this document.

Proventec plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 4134409)

Proposed Placing of 3,000,000 new Ordinary Shares at 50 pence per Share

Notice of General Meeting

This document does not constitute an offer of securities and accordingly is not a prospectus. Neither does it constitute an admission document drawn up in accordance with the AIM Rules.

Notice of a General Meeting of Proventec plc to be held at the offices of Seymour Pierce Limited, 20 Old Bailey, London, EC4M 7EN on 31 July 2009 at 11:00 a.m. is set out at the end of this document. Whether or not you intend to be present at the General Meeting you are urged to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event not later than 11:00 a.m. on 29 July 2009 (or 48 hours before any adjournment of the General Meeting).

The Placing Shares have not been, and will not be, registered under the United States Securities Act 1933 (as amended) or under the securities laws of any state of the United States. The Placing Shares may not, directly or indirectly, be offered, sold or taken up, delivered or transferred in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan.

Seymour Pierce Limited ("Seymour Pierce"), which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting for Proventec plc and for no one else in connection with the proposals described in this document and will not be responsible to anyone other than Proventec plc for providing the protections afforded to customers of Seymour Pierce nor for giving advice to any other person on the contents of this document or in relation to such proposals generally. No liability is accepted by Seymour Pierce for the accuracy of any information or opinions contained in, or for the omission of any material information from, this document for which the Directors of Proventec plc are solely responsible. Seymour Pierce has not authorised the contents, or any part, of this document.

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DIRECTORS, OFFICERS AND ADVISERS

Directors:	Peter Teerlink <i>Non-Executive Chairman</i> David Chestnutt <i>Chief Executive Officer</i> Guido Schoenmakers <i>Chief Operating Officer</i> Thomas Stuecken <i>Chief Commercial Officer</i> Michael Hough <i>Non-Executive Director</i>
Company Secretary:	Nick Whiteley
Registered Office:	6th Floor CityPoint One Ropemaker Street London EC2Y 9AH
Nominated Adviser and Broker:	Seymour Pierce Limited 20 Old Bailey London EC4M 7EN
Solicitors to the Company:	Pinsent Masons LLP CityPoint One Ropemaker Street London EC2Y 9AH
Registrars:	Capita Registrars Northern House Woodsome Park Fenay Bridge Huddersfield HD8 0GA

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Last time and date of receipt for Forms of Proxy	11:00 a.m. on 29 July 2009
General Meeting	11:00 a.m. on 31 July 2009
Completion of the Placing	8:00 a.m. on 3 August 2009
Crediting of CREST accounts with Placing Shares	3 August 2009
Definitive share certificates despatched in respect of the Placing Shares	10 August 2009

PLACING STATISTICS

Placing Price	50p
Number of Existing Ordinary Shares in issue on the date of this document	12,419,719
Number of Placing Shares	3,000,000
Estimated number of Ordinary Shares in issue immediately following the Placing	15,419,719
Placing Shares as a percentage of the Enlarged Share Capital	19.46%
Gross proceeds of the Placing receivable by the Company	£1,500,000
Estimated net proceeds receivable by the Company pursuant to the Placing after expenses (excluding VAT)	£1,392,145
ISIN Code for Proventec plc	GB00B2R1Q018
SEDOL Code for Proventec plc	B2R1Q01

DEFINITIONS

“Act”	the Companies Act 1985 (as amended) and, to the extent applicable, the Companies Act 2006;
“Admission”	admission of the Placing Shares, to trading on AIM and such admission becoming effective in accordance with the AIM Rules;
“AIM”	the AIM market of the London Stock Exchange;
“AIM Rules”	the rules applicable to companies whose securities are traded on AIM published by the London Stock Exchange;
“Articles”	the articles of association of the Company;
“CA 2006”	Companies Act 2006;
“Capita Registrars”	a trading division of Capita Registrars Limited;
“Company” or “Proventec”	Proventec plc;
“Directors” or “Board”	the directors of the Company, whose names are set out on page 3 of this document;
“DTR”	the FSA’s Disclosure and Transparency Rules;
“General Meeting”	the General Meeting of the Company convened for 11:00 a.m. on 31 July 2009, or any reconvened meeting following any adjournment thereof, notice of which is set out in the Notice of General Meeting;
“Enlarged Share Capital”	the number of Ordinary Shares in issue following completion of the Placing;
“Existing Ordinary Shares”	the Ordinary Shares in issue at the date of this document;
“Form of Proxy”	the form of proxy for use by Shareholders at the General Meeting;
“FSA”	the Financial Services Authority;
“InnoConcepts”	InnoConcepts N.V., a company limited by shares and incorporated under the laws of the Netherlands;
“London Stock Exchange”	London Stock Exchange plc;
“Notice of General Meeting”	the notice of the General Meeting which is set out at the end of this document;
“Ordinary Shares”	the ordinary shares of nominal value 10p each in the capital of the Company;
“Placing”	the conditional placing of the Placing Shares at the Placing Price, further details of which are set out in of Part I of this document;
“Placing Price”	50p per Placing Share;
“Placing Shares”	the 3,000,000 new Ordinary Shares which have been conditionally placed pursuant to the Placing (and so that, for the avoidance of doubt, the term "Placing Shares" shall also be deemed to include a reference to any lower number of Ordinary Shares actually allotted and issued (conditionally or otherwise) pursuant to the Placing);

“Resolutions”

the ordinary resolution and the special resolution set out in the Notice of General Meeting;

“Seymour Pierce”

Seymour Pierce Limited, the Company’s nominated adviser and broker;

“Shareholders”

holders of Existing Ordinary Shares;

PART I

Letter from the Chairman

Proventec plc

(Incorporated in England and Wales with registered number 4134409)



Directors

Peter Teerlink *Non-Executive Chairman*
David Chestnutt *Chief Executive Officer*
Guido Schoenmakers *Chief Operating Officer*
Thomas Stuecken *Chief Commercial Officer*
Michael Hough *Non-Executive Director*

Registered Office:

6th Floor
CityPoint
One Ropemaker Street
London
EC2Y 9AH

14 July 2009

To Shareholders and, for information only, to option holders

Dear Shareholder,

Introduction

On 14 July 2009, the Company announced that it had conditionally raised £1.5 million (before expenses) by means of a placing of 3,000,000 Ordinary Shares at the price of 50 pence each.

The purpose of this letter is to seek Shareholder approval:-

- to authorise the Directors to issue and allot Ordinary Shares for the purpose of the Placing; and
- to authorise the Directors to allot Ordinary Shares otherwise than on a pre-emptive basis for the purpose of the Placing.

Notice of the General Meeting, which will be held at the offices of Seymour Pierce Limited, 20 Old Bailey, London, EC4M 7EN at 11:00 a.m. on 31 July 2009, is set out at the end of this document.

Background to and reasons for the Placing

Over the past few months, Proventec has been investigating ways of financing the development of the Company's new three phase industrial machine and of purchasing new machines for the Osprey range of healthcare steam equipment, whilst at the same time seeking to maintain the Company's ongoing working capital requirements in extremely difficult financial conditions.

In order to maintain the momentum in implementing the Company's stated strategy, Proventec entered into detailed discussions with new and existing investors in June 2009 regarding a share placing and the Board is now pleased to confirm the conditional placing of 3,000,000 new Ordinary Shares at a price of 50 pence per Placing Share.

The Board feels that a placing of this size will allow the Company to:

- a) extend its machine portfolio in the manner described above (and service new customers); and

- b) strengthen its balance sheet and working capital position (including enabling the repayment by 30 September 2009 of the short term working capital facility of £500,000 referred to in the Company's announcement of 2 July 2009).

The Directors consider that (given the details and circumstances of the Placing) the Placing Price is the best achievable in current market conditions.

The General Meeting

Set out at the end of this document is a notice convening a General Meeting of the Company to be held at the offices of Seymour Pierce Limited, 20 Old Bailey, London, EC4M 7EN at 11:00 a.m. on 31 July 2009. At this meeting the following resolutions will be proposed:

- *Resolution 1*

An ordinary resolution to authorise the Directors to allot new Ordinary Shares up to (and including) a maximum aggregate nominal amount of £300,000.

- *Resolution 2*

A special resolution, conditional on the passing of Resolution 1, to grant the Directors authority to allot equity securities for cash pursuant to the authority conferred on them by Resolution 1 as if section 89(1) of the Act did not apply to such allotment, provided that such power shall be limited to the allotment of equity securities pursuant to the Placing up to (and including) a maximum aggregate nominal amount of £300,000.

Action to be taken by Shareholders

Shareholders will find enclosed with this document a Form of Proxy for use at the General Meeting. The Form of Proxy should be completed and returned in accordance with the instructions printed thereon so as to arrive at the Company's Registrar, Capita Registrars, Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU as soon as possible and in any event not later than 11:00 a.m. on 29 July 2009. Completion and return of a Form of Proxy will not prevent Shareholders from attending and voting in person at the General Meeting should they so wish.

Admission, Settlement and CREST

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. It is expected that Admission will become effective and dealings in the Placing Shares will commence on 3 August 2009.

The Articles permit the Company to issue shares in uncertificated form. CREST is a computerised paperless share transfer and settlement system which allows shares and other securities to be held in electronic rather than paper form. Application has been made for the Placing Shares to be admitted to CREST.

CREST is a voluntary system and Shareholders who wish to retain certificates will be able to do so.

Certificates in respect of the Placing Shares are expected to be despatched by the Company's Registrars no later than 10 August 2009. It is expected that the Placing Shares due to uncertificated holders will be delivered in CREST on 3 August 2009.

Participation in the Placing by InnoCleaning

It is anticipated that 1,085,802 Placing Shares (representing approximately 36.19% of the total Placing) will be subscribed by InnoCleaning Concepts Holding B.V ("**InnoCleaning**"). InnoCleaning (a subsidiary of InnoConcepts) currently holds 36.19% of the issued share capital of the Company. The Directors are pleased with this demonstration of support by InnoCleaning and consider (having consulted with Seymour Pierce) that the terms of InnoCleaning's participation in the Placing are fair and reasonable insofar as Shareholders are concerned.

Recommendation

The Directors believe that the Resolutions to be proposed at the General Meeting are in the best interests of the Company and shareholders as a whole and unanimously recommend that you vote in favour of them, as they intend to do in respect of their own beneficial holdings of shares, totalling 88,042 Ordinary Shares, representing 0.7 per cent. of the issued share capital of the Company.

Yours faithfully,

Peter Teerlink

Chairman

Part II

Additional Information

1. Share capital

- 1.1 The authorised and issued and fully paid share capital of the Company as the date of this document is as follows:

	Authorised		Issued	
	Number	£	Number	£
Ordinary Shares	428,222,529	42,822,252.90	12,419,719	1,241,971.90

- 1.2 It is anticipated that the authorised and issued and fully paid share capital of the Company on completion of the Placing will be as follows:

	Authorised		Issued	
	Number	£	Number	£
Ordinary Shares	428,222,529	42,822,252.90	15,419,719	1,541,971.90

2. Directors' and other interests

- 2.1 The voting rights (within the meaning of Chapter 5 of the DTR) of the Directors and their respective families (as defined in the AIM Rules) all of which are beneficial unless otherwise stated and of connected persons within the meaning of section 252 of CA 2006, in the issued ordinary share capital of the Company as at the date of this document and as it will be immediately following the Placing, the existence of which is known to, or could, with reasonable diligence, be ascertained by the Directors, together with the percentages which such interests represent of the Existing Ordinary Shares in issue and of the Enlarged Share Capital after the Placing are or will be as follows:

<i>Name</i>	<i>No. of Existing Ordinary Shares currently held</i>	<i>% of Existing Ordinary Shares in issue currently held</i>	<i>No. of Ordinary Shares held after the Placing</i>	<i>% of Enlarged Share Capital held after the Placing</i>
David Chestnutt	75,000	0.6	75,000	0.5
Michael Hough	13,042	0.1	13,042	0.1

- 2.2 Save as disclosed in paragraph 2, none of the Directors or any persons connected with them (within the meaning of Rule 3 of the DTR) has any interest, beneficial or non-beneficial, in the share capital of the Company.

- 2.3 As at 10 July 2009 (being the latest practicable date prior to the publication of this document) and immediately following the Placing, so far as the Directors are currently aware, the only persons who are or will be directly or indirectly interested (within the meaning of Chapter 5 of the DTR) in 3 per cent. or more of the Company's capital or could exercise control over the Company are, and will be, as follows:

<i>Name of Shareholder</i>	<i>No. of Existing Ordinary Shares as at 10 July 2009</i>	<i>% of Existing Ordinary Shares as at 10 July 2009</i>	<i>No. of Ordinary Shares after the Placing</i>	<i>% of Enlarged Share Capital after the Placing</i>
InnoCleaning Concepts Holding B.V.	4,495,121	36.19	5,580,923	36.19
KAS Nominees Ltd 28983223 ACCT (as nominees of Mint Investment B.V. and KAS Bank N.V. Custodians)	2,726,962	21.96	2,726,962	17.68
Chase Nominees Ltd (as nominees of Schroder UK Smaller Companies Fund)	750,000	6.04	1,150,000	7.46
Lupus Alpha Kapitalanlagegesellschaft mbH	-	-	1,000,000	6.49
Euroclear Nominees Ltd (as nominees of Euroclear) EOCEF ACCT	711,345	5.72	711,345	4.61
Gartmore Investment Ltd	-	-	500,000	3.24
Vidacos Nominees Ltd (as nominees of Clearstream Banking (Lux)) CLRLUX2 ACCT	405,000	3.26	405,000	2.63
HSBC Global Custody Nominee (UK) Ltd (as nominees of Rathbone Special Situations Fund) 652811 ACCT	394,106	3.17	394,106	2.56
HSBC Global Custody Nominee (UK) Ltd (as nominees of ABN Amro Dutch Private Clients) 741812 ACCT	391,175	3.15	391,175	2.54
BBHISL Nominees Ltd (as nominees of Co-operative Centrale Raiffeisen-Boerenleenban) 127355 ACCT	390,967	3.15	390,967	2.54

2.4 Save as disclosed above, the Company is not aware of any person or persons who either alone or, if connected, jointly following the completion of the Placing will (directly or indirectly) exercise or could exercise control over the Company.

2.5 The Company's Shareholders listed in paragraph 2.3 do not have different voting rights to other holders of Ordinary Shares. The Directors are not aware of any arrangements in place or under negotiation which may, at a subsequent date, result in a change of control of the Company.

2.6 As at 10 July 2009 (the latest practicable date prior to the publication of this document), the Company had granted options over 907,000 Ordinary Shares to the Directors as follows:

<i>Name</i>	<i>Options</i>	<i>Price (pence)</i>	<i>Issue Date</i>	<i>Expiry</i>
David Chestnutt	12,000	660	19.6.2002	19.6.2012
	17,333	120	27.5.2004	27.5.2014
	22,667	120	27.5.2004	27.3.2012
	150,000	137.5	12.5.2008	12.5.2018
Peter Teerlink	27,500	280	25.8.2005	25.8.2015
	150,000	137.5	12.5.2008	12.5.2018
Thomas Stuecken	50,000	280	25.8.2005	25.8.2015
	300,000	137.5	12.5.2008	12.5.2018
Michael Hough	27,500	120	27.5.2004	27.3.2012
Guido Schoenmakers	150,000	137.5	12.5.2008	12.5.2018

2.7 The completion of the Placing will mean that the conversion price of the £15,000,000 8.5% Fixed Rate Convertible Guaranteed Unsecured Loan Notes 2012 issued by the Company (the "**Loan Notes**") is adjusted to 50p (to equate to the Placing Price). This adjusted conversion price will itself remain subject to any further adjustment in accordance with the terms of the Loan Notes.

Proventec plc

(Incorporated in England and Wales with registered number 4134409)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at the offices of Seymour Pierce Limited, 20 Old Bailey, London, EC4M 7EN on 31 July 2009 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed as to the Resolution numbered 1 as an Ordinary Resolution and as to the Resolution numbered 2 as a Special Resolution:

ORDINARY RESOLUTION

1. **THAT**, in addition to (and without prejudice to) all existing authorities, the Directors be and are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) of the Company provided that such additional authority hereby conferred shall:
 - 1.1 be limited to the allotment of relevant securities up to (and including) a maximum aggregate nominal amount of £300,000;
 - 1.2 expire at the conclusion of the next Annual General Meeting of the Company, or (if earlier) six months after the date of the passing of this resolution, save that the Company may at any time before such expiry make offers or agreements which would or might require relevant securities of the Company to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

SPECIAL RESOLUTION

2. **THAT**, in addition to (and without prejudice to) all existing powers and authorities and conditional upon the passing of Resolution 1, the Directors be and are hereby empowered in accordance with Section 95 of the Companies Act 1985 ("the Act") to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that Resolution 1 above, as if section 89(1) of the Act did not apply to such allotment provided that the additional power conferred by this resolution shall:
 - 2.1 be limited to the allotment of equity securities pursuant to the Placing (as defined in the circular to shareholders dated 14 July 2009) up to (and including) a maximum aggregate nominal amount of £300,000;
 - 2.2 expire at the conclusion of the next Annual General Meeting of the Company, or (if earlier) six months after the date of the passing of this resolution, save that the Company may at any time before such expiry make offers or agreements which would or might require equity securities to be allotted for cash after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

DATED this 14th day of July 2009

By Order of the Board
Nick Whiteley
Company Secretary

Notes:

1. Any member of the Company is entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company. A Form of Proxy is enclosed with this document. Completion and return of a Form of Proxy will not preclude a Shareholder from attending and voting at the meeting, or any adjournment thereof, in person.
2. To be valid, Forms of Proxy must be completed and deposited with the Company's registrars, Capita Registrars, Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not less than 48 hours before the time of the Meeting and in default will not be treated as valid.
3. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.
4. 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 will need to complete a separate Forms of Proxy in relation to each appointment. Please contact the Company's Registrar for the purpose of requesting additional Form of Proxy. You will need to state clearly on each Form of Proxy how many shares the proxy was appointed in relation to. In the event of a failure to specify the number of shares, your proxy will be deemed to be authorised to vote your total holding.
5. In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members of the Company will be accepted to the exclusion of the other joint holders.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) of the Meeting 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.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited'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 RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by the 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.
8. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 specifies that only those shareholders registered in the register of members of the Company 48 hours before the time set for the Meeting (or if the Meeting is adjourned, shareholders registered in the register of members of the Company not later than 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after that time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.