

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000 as amended.

If you have sold or transferred all your Ordinary Shares in Earthport plc, please pass 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 transmission to the purchaser or transferee.

Application will be made to the London Stock Exchange for any Subscription Shares issued to be admitted to trading on AIM, a market of the London Stock Exchange. It is expected that Admission will take place and that trading in the Subscription Shares issued will commence on AIM on 2 November 2010.

EARTHPORT PLC

(Registered in England and Wales with company number 3428888)

Placing of 62,500,000 Ordinary Shares at 12 pence per share

Authority to allot and disapplication of pre-emption rights

Notice of General Meeting

A notice convening a General Meeting of the Company to be held at the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP on 1 November 2010 at 11 a.m. is set out at the end of this document. A Form of Proxy accompanies this document. To be valid, the Form of Proxy for use at the meeting must be completed and returned so as to be received at the Company's Registrars, Capita IRG not later than 11 a.m. on 28 October 2010, being two working days prior to the date of the General Meeting. The completion and depositing of a Form of Proxy will not preclude you from attending and voting in person at the General Meeting should you wish to do so.

Panmure Gordon, which is authorised and regulated in the United Kingdom by the FSA, is acting as the Company's nominated adviser and broker and is advising no one else in connection with the matters set out in this document and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Panmure Gordon or for advising any other person in respect of any other matter referred to herein. Panmure Gordon's responsibilities as the Company's nominated adviser under the AIM Rules for Nominated Advisers are owed to the London Stock Exchange and are not owed to the Company or to any Director or to any other person in respect of his decision to acquire or sell shares in the Company in reliance on any part of this document. No representation or warranty, express or implied, is made by Panmure Gordon as to any of the contents of this document.

Copies of this document will be available free of charge during normal business hours on weekdays (excluding public holidays) from the date hereof until and including the date of the General Meeting from the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP and from the Company's website at www.earthport.com.

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STATISTICS

INVESTMENT STATISTICS

Number of existing Ordinary Shares	133,976,340
Subscription Shares	62,500,000
Number of Ordinary Shares in issue following the issue of the Subscription Shares	196,476,340
Percentage of the Enlarged Issued Share Capital represented by the Subscription Shares	31.81%
Gross proceeds of the Placing	£7,500,000

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Latest time and date for receipt of Form of Proxy	11 a.m. on 28 October 2010
General Meeting	11 a.m. on 1 November 2010
Completion of the Placing and Admission of the Subscription Shares to trading on AIM	2 November 2010

DEFINITIONS

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

“2006 Act”	means the Companies Act 2006 including any modification or re-enactment thereof for the time being in force;
“Admission”	means admission of the Subscription Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“AIM”	means the AIM market of the London Stock Exchange;
“AIM Rules”	means the AIM Rules for Companies issued by the London Stock Exchange;
“Board” or “Directors”	means the board of directors;
“Company” or “Earthport”	means Earthport plc;
“Enlarged Issued Share Capital”	means the issued Ordinary Share capital of the Company immediately following the completion of the Placing;
“Form of Proxy”	means the form of proxy for use at the General Meeting, which is enclosed with this document;
“General Meeting” or “GM”	means the general meeting of the Company, notice of which is set out at the end of this document;
“London Stock Exchange”	means London Stock Exchange plc;
“Ordinary Shares”	means the ordinary shares of 10 pence each in the capital of the Company;
“Panmure Gordon”	means Panmure Gordon & Co., Moorgate Hall, 155 Moorgate, London EC2M 6XB;
“Placing”	means the proposed placing of 62,500,000 Ordinary Shares at the Placing Price;
“Placing Price”	means 12p per Ordinary Share;
“Resolutions”	means the special resolutions set out in the notice of General Meeting at the end of this document;
“Shareholder(s)”	means holder(s) of Ordinary Shares; and
“Subscription Shares”	means 62,500,000 new Ordinary Shares to be issued pursuant to the Placing.

LETTER FROM THE CHAIRMAN

EARTHPORT PLC

(Registered in England and Wales No. 3428888)

Directors:

Michael Geoffrey Harrison (*Non-executive Chairman*)
Lance Browne (*Non-executive Vice Chairman*)
Hank Uberoi (*Executive Director*)
Zafarullah Karim (*Chief Financial Officer*)
Lady Olga Maitland (*Non-executive Director*)
Vinode Bhesham Ramgopal (*Non-executive director*)

Registered Office:

21 New Street
London
EC2M 4TP

14 October 2010

Dear Shareholder

INTRODUCTION

I am writing to provide you with information relating to a placing of Ordinary Shares by the Company to raise £7.5 million before expenses for the Company and to give you notice of a General Meeting of the Company, to be held at the offices of Bird & Bird LLP at 15 Fetter Lane, London EC4A 1JP on 1 November 2010 at 11 a.m. to amongst other things seek the authorities needed from Shareholders to enable the completion of the Placing. Formal notice of the meeting is set out at the end of this document.

Following the Company's last round of fundraising in February 2010, the Board undertook a full review of the Company's existing business, technology platform, management and internal processes, products and market opportunities. Following the completion of this process the Company re-energised its processes and products and started executing on a focused strategy. The Directors identified key segments in which to expand, and the Company has subsequently signed clients in each of these segments. The Company continues to make progress and has a healthy pipeline of clients and product offerings. The Company intends to announce its final results for the year ended 30 June 2010 in early November.

In view of its continued growth strategy and in order to provide necessary working capital for the Company to achieve its business plans, the Company announced on 14 October 2010 that it had raised an aggregate of £7.5 million through the subscription by certain institutional and other investors for 62,500,000 Subscription Shares at 12 pence per share conditional only on the approval of the issue of such shares at the General Meeting and Admission. Application will be made for the Subscription Shares issued pursuant to the Placing to be admitted to trading on AIM.

In view of the significant additional time and expense required to produce an FSA-approved prospectus, which would be required if Shareholders were given an opportunity to participate in the financing through an open offer or rights issue, the Directors determined that it was in the best interests of the Company to undertake a placement of the Subscription Shares to a restricted number of institutional and other investors on a non pre-emptive basis.

In addition to the specific authorities being sought in relation to the Placing the Directors are also seeking a general authority to issue shares and disapplication of pre-emption rights to allow flexibility for future share issues without recourse to Shareholders.

RELATED PARTY TRANSACTION

Schroder Investment Management Limited ("Schroders") and Zafar Karim, each constitutes a related party by virtue of being, in the case of Schroders, a Substantial Shareholder in the Company (as defined in the AIM Rules), and in the case of Mr Karim, a Director in the Company. Schroders has agreed to subscribe for £1,650,000 of Ordinary Shares. Zafar Karim has agreed to subscribe for £50,000 of Ordinary Shares, (the "**Related Party Transactions**").

The Directors consider, having consulted with their nominated adviser, Panmure Gordon, that the terms of the Related Party Transactions are fair and reasonable insofar as Shareholders are concerned.

REASONS FOR CALLING THE GENERAL MEETING

Authority to Issue Shares

The Company has a current issued share capital of 133,976,340 Ordinary Shares. Following the completion of the Placing, the Company will have an Enlarged Issued Share Capital of 196,476,340 Ordinary Shares.

Section 551 of the 2006 Act prohibits Directors from allotting any shares in the Company without prior authority from Shareholders. Section 570 of the 2006 Act gives holders of equity securities certain rights of pre-emption on the issue for cash of new equity securities.

The Directors only currently have authority to issue 10,097,634 Ordinary Shares on a non-pre-emptive basis. In order to implement the Placing in full the Directors need to seek an appropriate Section 551 authority and power to disapply Section 561(1) over 62,500,000 Ordinary Shares with an aggregate nominal value of £6,250,000. The authority and disapplication will enable the Directors to issue the Subscription Shares pursuant to the Placing.

Additionally, in order to provide flexibility to enable future share issues amongst other things to raise additional funds and/or make acquisitions using Ordinary Shares as consideration when future opportunities arise, the Directors wish to seek an additional Section 551 authority and power to disapply Section 561(1) of the 2006 Act. The Directors are seeking (pursuant to Resolution 2 to be proposed at the General Meeting) to be generally authorised to allot Ordinary Shares up to an aggregate nominal amount of £9,823,817 (98,238,170 Ordinary Shares) representing 50% of the Enlarged Issued Share Capital and to issue shares for cash without the statutory pre-emption rights under the 2006 Act applying pursuant to a rights issue or open offer or otherwise up to an aggregate nominal amount of £4,911,909 (49,119,085 Ordinary Shares) representing 25% of the Enlarged Issued Share Capital.

This authority and disapplication will expire at the end of the Company's annual general meeting to be held in 2011 and, to the extent not used, will be subject to renewal at such time. It will replace the existing general authority granted to the Directors.

GENERAL MEETING

You will find at the end of this document a notice convening the General Meeting to be held at the offices of Bird & Bird LLP, 15 Fetter Lane, London, EC4A 1JP on 1 November 2010 at 11 a.m. for the purposes of considering, and if thought fit, passing Resolutions 1 and 2 to authorise (i) the Directors to issue the Subscription Shares on a non pre-emptive basis; and (ii) to provide the general authority and disapplication of pre-emption rights.

To be passed, each of the Resolutions requires a majority of 75% or more of the Shareholders voting in person or by proxy to vote in favour (either on a show of hands or on a poll).

IRREVOCABLE UNDERTAKINGS

Irrevocable Undertakings to vote in favour of the Resolutions, including such undertakings from the Directors, have been received in respect of an aggregate of 51,181,367 Ordinary Shares or 38.2% of the current issued share capital of the Company.

ACTION TO BE TAKEN

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

Whether or not you propose to attend the General Meeting in person, you are requested to complete the enclosed Form of Proxy in accordance with the instructions printed on it. To be valid, completed Forms

of Proxy must be returned to the Company's Registrars, Capita IRG in accordance with the instructions on the Forms of Proxy so as to arrive not later than 48 hours (excluding non working days) before the time appointed for holding the General Meeting or any adjournment of it.

If you complete and return a Form of Proxy, you may still attend and vote at the General Meeting in person should you decide to do so.

RECOMMENDATION

The Directors consider that the Placing and obtaining the general authority and disapplication are likely to promote the success of the Company and are in the best interests of the Company and accordingly they recommend that you vote in favour of the Resolutions to be proposed at the General Meeting as they have irrevocably undertaken to do in respect of their own beneficial holdings of Ordinary Shares amounting, in aggregate, to approximately 8.4% of the existing issued share capital of the Company.

Yours sincerely

Mike Harrison
Chairman

EARTHPORT PLC

(Registered in England and Wales with company number 3428888)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Earthport plc (the “**Company**”) will be held at the offices of Bird & Bird LLP, 15 Fetter Lane, London EC4A 1JP at 11 a.m on 1 November 2010 to consider and, if thought fit, pass the following resolutions which will be proposed as special resolutions:

SPECIAL RESOLUTIONS

Resolution 1:

1. **THAT** in substitution for all existing authorities immediately prior to this resolution being passed;
 - (i) the directors of the Company (the “**Directors**”) be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot up to 62,500,000 Ordinary Shares in connection with the Placing (as defined in the document to which this Notice forms part); and
 - (ii) the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities (as defined in the Act) wholly for cash pursuant to the authority conferred by paragraph (i) of this resolution as if Section 561(1) of the Act did not apply to any such allotment,

provided that this authority shall expire at the conclusion of the Annual General Meeting for the Company to be held in 2011 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 Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Resolution 2:

2. **THAT** in addition to the authority provided under Resolution 1:
 - (i) the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £9,823,817 representing 50% of the Enlarged Issued Share Capital (as defined in the document to which this Notice forms part).
 - (ii) the Directors be and they are hereby empowered pursuant to Section 570 of the Act to allot equity securities pursuant to the authority conferred by paragraph (i) of this resolution as if section 561(1) of the 2006 Act did not apply to any such allotment provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with an open offer or otherwise in favour of ordinary shareholders in proportion (as nearly as possible) to the respective number of shares held, or deemed to be held, by them subject only to such exclusions or other arrangements as the Directors may consider appropriate to deal with fractional entitlements or problems arising in any territory or with the requirements of any recognised regulatory body or stock exchange in any territory; and

- (b) the allotment of equity securities (otherwise than pursuant to paragraph (a) above) up to an aggregate amount of £4,911,909 representing 25% of the Enlarged Issued Share Capital (as defined in the document to which this Notice forms part) as if Section 561(1) of the Act did not apply to any such allotment.

provided that this authority shall expire at the conclusion of the Annual General Meeting for the Company to be held in 2011 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 Board may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

BY ORDER OF THE BOARD
Mike Harrison
Chairman

Registered Office: 21 New Street, London EC2M 4TP

Dated: 14 October 2010

Notes:

1. A member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The proxy need not be a member of the Company. Please refer to the notes to the Form of Proxy for further information on appointing a proxy, including how to appoint multiple proxies (as the case may be).
2. 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. If you wish to appoint a proxy other than the Chairman, write the full name of your proxy in the box provided in the Form of Proxy.
3. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to resolutions) which may properly come before the meeting.
4. In the case of joint holders, the signature of any one of them will suffice but the names of all joint holders should be stated. The vote of the senior who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the votes of the other holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
5. To be effective, the enclosed Form of Proxy must be duly completed and deposited together with any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of such power or authority) and lodged at the offices of the Company's registrars, Capita Registrars no later than 11 a.m. on 28 October 2010.
6. Completion and return of the Form of Proxy will not preclude a shareholder from attending and voting in person at the meeting.
7. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those members entered on the register of members of the Company at 6pm UK time on 28 October 2010 (being not more than 48 hours (excluding non working days) prior to the time fixed for the meeting) shall be entitled to attend and vote at the meeting or, if the meeting is adjourned, 6 p.m. UK time on such date being not more than two working days prior to the date fixed for the adjourned meeting. Changes to entries on the register of members after such time shall be disregarded in determining the right of any person to attend or vote at the meeting.

