
This document is important and requires your immediate attention.

If you are in any doubt as to the contents of this document and/or the action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK, or another appropriately authorised independent financial adviser, if you are in a territory outside the UK. The whole of the text of this document should be read.

If you have sold or otherwise transferred all your ordinary shares of 1 pence each in the capital of Plant Impact plc ("Ordinary Shares"), please send this document and the accompanying documents 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.

Plant Impact plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 05442961)

Notice of Annual General Meeting and Placing of Ordinary Shares

The notice of annual general meeting of Plant Impact plc ("Plant Impact" or the "Company"), to be held at the Company's registered office, 12 South Preston Office Village, Cuerden Way, Preston, Lancashire PR5 6BL at 10.00 a.m. on 30 July 2009 ("Notice of AGM"), is set out at the end of this document.

To be valid the accompanying form of proxy for use in connection with the meeting ("Form of Proxy") should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars by post to, Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent BR3 4BR, or by hand to Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by no later than 10.00 a.m. on 28 July 2009. Completion and return of Forms of Proxy will not preclude shareholders of Ordinary Shares ("Shareholders") from attending and voting in person at the 2009 annual general meeting of the Company ("Annual General Meeting" or "AGM") should they so wish. For full details on proxy appointments, see the notes to the Notice of AGM and the Form of Proxy.

Plant Impact plc

(Registered in England and Wales no: 05442961)

Directors:

Martin Robinson (Non-Executive Chairman)

Peter Blezard (Chief Executive Officer)

Michael Panteli (Chief Financial Officer)

William Thompson (Chief Operating Officer)

David McNeilly (Non-Executive Director)

Edward Sharkey (Non-Executive Director)

Registered office:

12 South Preston Office Village

Cuerden Way

Preston

PR5 6BL

To shareholders of the Company and, for information purposes only, to the holders of options over Ordinary Shares.

Dear Shareholder,

2 July 2009

Notice of Annual General Meeting and Placing of Ordinary Shares

I am pleased to be writing to you with details of our Annual General Meeting which will be held at the new head office of the Company at 12 South Preston Office Village, Cuerden Way, Preston, Lancashire PR5 6BL, at 10.00 a.m., on 30 July 2009. The Notice of AGM is set out on pages 5 and 6 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill out the Form of Proxy sent to you with this Notice of AGM and return it to our registrars as soon as possible. They must receive it by 10.00 a.m. on 28 July 2009.

All of the resolutions relate to routine business of an AGM, except for Resolution 7, which relates to the increase in the authorised share capital of the Company, Resolution 8 which relates to the authority of the directors of Plant Impact ("Directors") to issue and allot additional Ordinary Shares, under Section 80 of the Companies Act 1985 ("Act") and Resolution 9 which seeks authority to issue and allot additional Ordinary Shares for cash other than in accordance with statutory pre-emption rights (which requires the Company to offer all allotments for cash first to existing Shareholders in proportion to their holdings) under Section 95(1) of the Act as if Section 89(1) of the Act did not apply.

The Placing

As announced today the Company has conditionally placed 4,850,000 new Ordinary Shares, at a placing price of 30 pence per new Ordinary Share, raising £1.455 million before expenses, subject to certain conditions, including Shareholder approval of Resolutions 8 and 9 at the AGM and admission of these new Ordinary Shares to trading on AIM ("Placing").

The Company is therefore seeking Shareholder approval:

- through Resolution 8, to increase the Directors' authority to issue and allot new Ordinary Shares under Section 80 of the Act up to an aggregate nominal amount of £300,000, representing approximately 113 per cent of the nominal value of the current issued Ordinary Share capital of the Company of which £48,500, representing approximately 18 per cent of the nominal value of the current issued share capital of the Company would be utilised in issuing and allotting new Ordinary Shares in the Placing; and,
- through Resolution 9, to issue new Ordinary Shares for cash under Section 95(1) of the Act as if Section 89(1) of the Act did not apply of up to an aggregate nominal value equal to £110,300, representing approximately 41 per cent of the nominal value of the current issued Ordinary Share capital of the Company of which £48,500, representing approximately 18 per cent of the nominal value of the current issued share capital of the Company would be utilised in issuing and allotting new Ordinary Shares in the Placing.

The milestone and royalty payments which the Company expects to receive under the licence agreement for BugOil with Arysta LifeScience Corporation ("Arysta"), which was announced on 1 June 2009, are expected to provide for the working capital requirements of the Company in its present form for at least the next 12 months.

The Directors intend to use the Placing proceeds to fund the acceleration of the Company's growth plans and in particular to:

- finance further development and testing of the Company's range of nutrient products to provide more evidence of their efficacy, in terms of improvements in marketable yield, shelf life and other measurable benefits, thereby improving their commercial prospects;
- finance trials intended to support the claims made about the positive environmental impact of the products and to develop data on the wider issues of sustainability and potential for a reduction in the use of water by growers. This is expected to involve an increase in the number of field trials under the control of the Company to help to ensure that they produce data to acceptable regulatory standards; and
- recruit sales staff. The technical sales team will be expanded with the aim of increasing direct sales in the 15 countries where the Group's products are already being sold and supporting the Arysta sales effort.

Organisational changes

Since the publication of the Company's audited accounts to 31 March 2009, Bill Thompson, Chief Operating Officer ("COO") has assumed responsibility for the management of the Company's research and development, including the relationship with CEM Analytical Services Ltd ("CEMAS")/Tecsolve (UK) Ltd ("Tecsolve"), along with universities, customer technical partners and other collaborators. Bill Thompson replaces David Marks in this role following the Company terminating David Marks' employment as Chief Technical Officer. As a result of this termination, David Marks is no longer a director of the Company.

Plant Impact recently announced the negotiation of long-term agreements with CEMAS and Tecsolve (CEMAS' associated consultancy group) in order to boost the Company's resources as it moves from its research phase to the full commercialisation of its existing technologies. As a direct result of this, the Company has strengthened its project management and de-emphasised its basic research capability.

Bill Thompson will extend his existing role of COO to cover the important relationship between Plant Impact and both CEMAS and Tecsolve. He has already been an integral part of the Plant Impact – CEMAS/Tecsolve relationship, which has been in place informally for more than six years. The first success has been the development to commercial potential of BugOil®, which was the subject of the global licensing deal with Arysta Life Science Corporation which was announced recently.

Key elements of the relationship with CEMAS/Tecsolve will cover planning and overseeing an increasing number of Good Experimental Practice (GEP) trials to support the validation of existing and new products, providing solid data on product benefits and regulatory dossiers where required. Close liaison with all development partners is a key strategic aim of the Board of Plant Impact.

The Resolutions

A summary of the resolutions is set out below:

Resolution 1: To receive the Group Financial Statements

The Chairman will present the Group Financial Statements for the year ended 31 March 2009 to the meeting. These financial statements accompany this document.

Resolution 2: Election of David McNeilly as a Director

In accordance with the articles, David McNeilly offers himself for election to the board of directors of Plant Impact ("Board") following his appointment by the Directors on 1 October 2008. The remaining Directors unanimously recommend that he be elected as a Director.

Resolution 3: Election of Edward Sharkey as a Director

In accordance with the articles, Edward Sharkey offers himself for election to the Board following his appointment by the Directors on 1 October 2008. The remaining Directors unanimously recommend that he be elected as a Director.

Resolution 4: Re-election of Martin Robinson as a Director

In accordance with the articles, Martin Robinson, who was last elected to the Board on 4 September 2007, retires by rotation and offers himself for re-election. Martin was first appointed as Non-Executive Chairman in June 2005. The remaining Directors unanimously recommend that he be re-elected as a Director.

Resolution 5: Re-election of Peter Blezard as a Director

In accordance with the articles, Peter Blezard, who was last elected to the Board on 4 September 2007, retires by rotation and offers himself for re-election. Peter is one of the founders of the Company and has been Chief Executive since 2003. The remaining Directors unanimously recommend that he be re-elected as a Director.

Brief details of all the Directors appear on page 13 of the Group Financial Statements, which accompany this document and can also be accessed via the Company's website at www.plantimpact.com.

Resolution 6: Re-appointment of auditors

This resolution relates to the re-appointment of Grant Thornton UK LLP as the Company's auditors to hold office until the next AGM of the Company, and to authorise the Directors to set their remuneration. The Directors have delegated the responsibility of setting the auditors' remuneration to the Audit Committee of the Board.

Resolution 7: Increase in authorised share capital

The Directors are seeking to increase the authorised share capital to reinstate the headroom of authorised share capital over issued share capital, which will be reduced if the Placing is completed, to a level similar to that before the Placing.

Resolution 8: Allotment of Shares

The Directors are seeking to increase their authority under Section 80 of the Act to exercise the powers of the Company to allot relevant securities. The authority is limited to a maximum nominal amount of £300,000 which represents approximately 113 per cent of the current issued Ordinary Share capital of the Company. The authority, if granted, will be used as to £48,500 nominal amount to satisfy the issue of new Ordinary Shares under the Placing and £251,500 nominal amount for general use under Section 80. This resolution, which will be proposed as an ordinary resolution shall expire at the next AGM of the Company or (if earlier) on 30 September 2010.

Resolution 9: Dis-application of pre-emption rights

This resolution, which will be proposed as a special resolution, disapplies Shareholders' statutory pre-emption rights in relation to the issue of shares with a nominal value of up to £110,300 provided that such authority shall expire at the next AGM of the Company or (if earlier) on 30 September 2010. The authority, if granted, will be used as to £48,500 nominal amount to satisfy the issue of new Ordinary Shares under the Placing and £61,800 nominal amount as general headroom. This resolution gives the Directors the authority to issue new shares for cash without offering them to Shareholders pro rata to their existing shareholdings.

Action to be taken

A Form of Proxy for use at the AGM accompanies this document. The Form of Proxy should be completed in accordance with the instructions set out at the end of this document and returned to the Company's registrars, by post to, Capita Registrars, Proxies Department, PO Box 25, Beckenham, Kent BR3 4BR or by hand to Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible, but in any event so as to be received no later than 10.00 a.m. on 28 July 2009. The completion and return of a Form of Proxy will not preclude Shareholders from attending the AGM and voting in person should they so wish.

Recommendation

The Directors consider the AGM resolutions to be in the best interests of the Company and its Shareholders as a whole and accordingly unanimously recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM as they have irrevocably undertaken to do in respect of their beneficial holdings of Ordinary Shares amounting, in aggregate, to 766,770 Ordinary Shares, representing approximately 2.88 per cent of the existing issued Ordinary Share capital of the Company.

Yours faithfully

Martin Robinson

Chairman

Plant Impact plc

(Incorporated in England and Wales under the Companies Act 1985 with registered number 05442961)

Notice is hereby given that an Annual General Meeting of Plant Impact plc (the "Company") will be held at the registered office of the Company at 12 South Preston Office Village, Cuerden Way, Preston, Lancashire PR5 6BL, at 10.00 a.m. on 30 July 2009 for the following purposes:

Ordinary Business

To consider and, if thought fit, pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive the Report and Financial Statements for the financial year ended 31 March 2009, the Report of the Directors and the report of the auditors.
2. To elect David McNeilly as a Director of the Company.
3. To elect Edward Sharkey as a Director of the Company.
4. To re-elect Martin Robinson as a Director of the Company.
5. To re-elect Peter Blezard as a Director of the Company.
6. To re-appoint Grant Thornton UK LLP as auditors of the Company to hold office from the conclusion of the AGM to the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to set their remuneration.

Special Business

To consider and, if thought fit, pass the following resolutions, of which Resolution 7 and 8 will be proposed as ordinary resolutions and Resolution 9 will be proposed as a special resolution:

7. That, the authorised share capital of the Company be and is hereby increased by £100,000 from £500,000 to £600,000 by the creation of a further 10,000,000 Ordinary Shares of 1 pence each in the capital of the Company, such shares ranking *pari passu* in all respects with the existing Ordinary Shares of 1 pence each in the capital of the Company and having the rights and being subject to the obligations set out in the existing Articles of Association of the Company.
8. That, conditional on the passing of Resolution 7, the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the "Act") (in substitution for all existing authorities to allot relevant securities conferred on the Directors) to exercise all powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) provided that this authority shall be limited to relevant securities up to an aggregate nominal amount of £300,000, representing 113 per cent of the nominal value of the issued Ordinary Share capital of the Company as shown in the audited accounts of the Company for the year ended 31 March 2009 and unless previously renewed, revoked, varied or extended this authority shall expire at the conclusion of the next annual general meeting or (if earlier) 30 September 2010 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 offer or agreement as if the power conferred hereby had not expired.
9. That, conditional on the passing of Resolution 7 in substitution for all existing and unexercised authorities and powers, the Directors be and they are empowered pursuant to Section 95(1) of the Act to allot equity securities (within the meaning of Sections 94(2) to 94(3A) of the Act) of the Company for cash pursuant to the authority of the Directors under Section 80 of the Act conferred by Resolution 7 as if Section 89(1) of the Act did not apply to such allotment to a maximum nominal value of £110,300 provided that the power conferred by this Resolution 8 shall be limited to:
 - (a) the allotment of 4,850,000 Ordinary Shares of 1 pence each in the capital of the Company in connection with the Placing (as such term is defined in the circular of the Company dated 2 July 2009 to which this notice is attached);
 - (b) the allotment of equity securities (otherwise than pursuant to paragraph 9(a) above) up to an aggregate nominal amount of £61,800 (representing approximately 20 per cent of the issued share capital of the Company immediately following the Placing); and

- (c) the allotment of equity securities in connection with a rights issue or other pro rata offer in favour of holders of Ordinary Shares in the capital of the Company where the equity securities respectively attributable to the interests of all the Ordinary Shareholders are proportionate (as nearly as may be) to the respective members of equity securities held by them subject in each case to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal difficulties under the laws of any territory or the requirements of a regulatory body,

and this authority, unless previously renewed, revoked, varied or extended, shall expire at the conclusion of the next annual general meeting or (if earlier) 30 September 2010 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 offer or agreement as if the power conferred hereby had not expired.

Registered Office:
12 South Preston Office Village
Cuerden Way
Preston
Lancashire
PR5 6BL

By order of the Board:
Michael Panteli ACCA
Company Secretary
2 July 2009

Notes:

Entitlement to attend and vote

- (1) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, members will be entitled to attend and to vote at the meeting if they are registered on the Company's register of members 48 hours before the time appointed for the meeting or any adjournment of it. Changes to the Company's register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

- (2) Members of the Company at the time set out at note (1) above 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 meeting. A Shareholder may appoint more than one proxy in relation to the Annual 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 of the Company. A Form of Proxy, which may be used to make such appointment and give proxy instructions, accompanies this notice. The notes on completing the Form of Proxy at the end of this document explain how to direct a proxy how to vote on each resolution or withhold their vote. The appointment of a proxy will not preclude a member from attending and voting at the meeting in person should he subsequently decide to do so.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Corporate representatives

- (3) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate Shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that Shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate Shareholder attends the meeting but the corporate Shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate Shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.

Total voting rights

- (4) As at 1 July 2009 (being the last day prior to the publication of this Notice of AGM) the Company's issued share capital consists of 26,582,103 Ordinary Shares, carrying one vote each. No Ordinary Shares are held in treasury. Therefore, the total voting rights in the Company as at 1 July 2009 are 26,582,103.

CREST

- (5) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the Company's agent, Capita Registrars (whose CREST ID is RA10) by the specified latest time(s) for receipt of proxy appointments. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed.

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.