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If you have sold or otherwise transferred all of your Shares in Tangent Communications plc, please forward this document and the accompanying documents at once 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. If you have sold only part of your holding of Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

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TANGENT COMMUNICATIONS PLC

(Incorporated and registered in England and Wales with number 3967805)

**NOTICE OF ANNUAL GENERAL MEETING
PROPOSED GRANT OF AUTHORITY TO BUY BACK SHARES
AND
PROPOSAL TO SHAREHOLDERS FOR THE APPROVAL OF WAIVERS OF RULE 9 OF THE CITY CODE ON
TAKEOVERS AND MERGERS**

This document should be read as a whole. Your attention is nonetheless drawn to the letter from the Chairman of Tangent Communications plc, which is set out in Part 1 of this document. This document should be read in conjunction with the Annual Report and Accounts of the Company for the year ended 28 February 2011, a copy of which accompanies this document.

The Notice of the Annual General Meeting of the Company to be held at 9 a.m. on 30 August 2011 at the offices of Pinsent Masons LLP, 30 Crown Place, London, EC2A 4ES, is set out at the end of this document.

You will find enclosed with this document a Form of Proxy for use in connection with the Annual General Meeting (the "AGM"). Whether or not you intend to be present at the AGM, you are asked to complete the Form of Proxy in accordance with the instructions printed on it so as to be received by the Company's Registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU, as soon as possible but in any event not later than 9 a.m. on 28 August 2011. Completion of the Form of Proxy will not preclude you from attending and voting at the AGM should you so wish.

This document does not constitute an offer to issue or sell, or the solicitation of an offer to subscribe for or purchase, any Shares. The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Date of publication of this Circular	4 August 2011
Latest time and date for receipt of Forms of Proxy for the Annual General Meeting	9 a.m. on 28 August 2011
Annual General Meeting	9 a.m. on 30 August 2011

DEFINITIONS

The following definitions apply in this document and the accompanying Form of Proxy:-

"2005 Options"	the EMI Options and the Unapproved Options
"2011 Annual Report and Accounts"	the annual report and accounts of the Company for the year ended 28 February 2011
"Act"	the Companies Act 2006
"AGM", "Annual General Meeting" or "Meeting"	the annual general meeting of the Company convened by the Notice
"Approved Scheme"	the approved share option plan of the Company
"Buyback Authority"	the Company's proposed authority, pursuant to section 701 of the Act, to make one or more market purchases of up to 17,469,183 Shares, which will expire on the second anniversary of the date on which the Buyback Resolution is passed, unless previously renewed, varied or revoked
"Buyback Resolution"	the special resolution of the Shareholders, to be proposed at the AGM set out in the Notice at Resolution 8, to approve the Buyback Authority
"Buyback Waiver"	the waiver by the Panel of any obligation which would otherwise be imposed on the Concert Party, either individually or collectively, under Rule 9 of the City Code, as a result of any exercise of the Buyback Authority
"Circular"	this document
"City Code"	The City Code on Takeovers and Mergers
"Collins Stewart"	Collins Stewart Europe Limited
"Company" or "Tangent"	Tangent Communications plc
"Concert Party"	Michael Green, Nicholas Green and Timothy Green
"Daily Official List"	the daily record setting out the prices of all trades in securities conducted on the London Stock Exchange
"DDG Agreement"	has the meaning given to such term in paragraph 5.2 of Part 3 of this Circular
"Directors" or "Board"	the Directors of Tangent
"Double D Agreement"	has the meaning given to such term in paragraph 5.4 of Part 3 of this Circular
"EMI Options"	the 850,978 options to subscribe for Shares at an exercise price of 1 pence per Share, granted to each of Timothy Green and Nicholas Green (in aggregate, 1,701,956 options), under the EMI Scheme, further

	details of which are set out in this document
"EMI Scheme"	the enterprise management incentive scheme of the Company
"Form of Proxy"	the form of proxy accompanying this document for use at the AGM
"Group"	Tangent and its subsidiaries
"Independent Directors"	the Directors other than Nicholas Green and Timothy Green
"Independent Shareholders"	the Shareholders other than the Concert Party
"Latest Practicable Date"	means 3 August 2011, being the latest practicable date prior the publication of this Circular
"London Stock Exchange"	London Stock Exchange plc
"Notice" or "Notice of AGM"	the notice at the end of this document convening the Annual General Meeting
"Option Exercise"	the proposed exercise of the 2005 Options by Timothy Green and Nicholas Green
"Option Holders"	the holders of options under the Share Option Schemes
"Option Waiver"	the waiver by the Panel of any obligation which would otherwise be imposed on the Concert Party, either individually or collectively, under Rule 9 of the City Code, as a result of any exercise of the 2005 Options
"Panel"	The Panel on Takeovers and Mergers
"Rule 9"	Rule 9 of the City Code
"Rule 37"	Rule 37 of the City Code
"Share Option Schemes"	the EMI Scheme, the Approved Scheme and the Unapproved Scheme
"Shareholders"	holders of Shares
"Shares"	ordinary shares of 1 pence each in the capital of Tangent
"Tangent ESOP"	the ctrlP.com Plc Team Incentive Trust
"Unapproved Options"	the 2,500,000 options to subscribe for Shares at an exercise price of 5 pence per Share, and the 1,649,022 options to subscribe for Shares at an exercise price of 1 pence per Share granted to each of Timothy Green and Nicholas Green (in aggregate, 5,000,000 options at an exercise price of 5 pence and 3,298,044 at an exercise price of 1 pence), under the Unapproved Scheme, further details of which are set out in this document

"Unapproved Scheme"	the unapproved share option plan of the Company
"Voting Rights"	all the voting rights attributable to the capital of the Company which are currently exercisable at a general meeting of the Company
"Waivers"	the Buyback Waiver and the Option Waiver
"Waiver Resolutions"	the ordinary resolutions of the Independent Shareholders to be held on a poll concerning the Buyback Waiver and the Option Waiver set out in the Notice at the end of this document (Resolution 5 in respect of the Buyback Waiver and Resolution 6 in respect of the Option Waiver)

PART 1

LETTER FROM THE CHAIRMAN OF THE COMPANY

Tangent Communications plc

(Incorporated and registered in England and Wales with number 3967805)

Registered Office:

84-86 Great Portland Street
London
United Kingdom
W1W 7NR

4 August 2011

Directors:

Piers Caldecote (Non-Executive Chairman)
Timothy Green (Chief Executive)
Nicholas Green (Executive Director)
Kevin Cameron (Finance Director)
Alan Smith (Non-Executive Director)

To Shareholders and, for information purposes only, to the Option Holders

Dear Sir or Madam

Notice of Annual General Meeting and proposed grant of authority to buy back Shares and proposal to Shareholders for the approval of Waivers of Rule 9 of the City Code on Takeovers and Mergers

Introduction

In addition to the business usually conducted by the Company at its Annual General Meeting (namely, the adoption of our Annual Report and Accounts for the year ended 28 February 2011, the declaration of a final dividend for that year, the re-appointment of our auditors and a Director who is retiring and is eligible for re-appointment in accordance with our Articles of Association, and the grant to the Directors of the authority to allot Shares on a non-pre-emptive basis), the Directors are proposing a resolution at the forthcoming AGM to allow the Company to buy back Shares.

The Board has decided that it would be appropriate to put in place the necessary authorities to provide the Company with the flexibility to repurchase a proportion of the Company's own shares by way of on-market share buy backs under certain circumstances. The Company does not currently have any authority to repurchase its own shares. The Board intends that share buy backs will only be executed when appropriate financial and stock market conditions prevail and when the Board determines that share purchases are in the best interests of the Company and its shareholders as a whole. The Company does not currently have an intention to proceed with a buy back.

Any share repurchase by the Company would increase the percentage shareholding of certain Shareholders (Michael Green, Nicholas Green and Timothy Green, together referred to as the "**Concert Party**"), that are together already interested in Shares carrying in aggregate over 30 per cent. of the Voting Rights. Therefore, the Circular contains a proposal for Independent Shareholders to waive the obligation on the Concert Party which would otherwise arise under Rule 9 of the City Code as a result of the possible exercise by the Company of the Buyback Authority.

Together with the proposed waiver of the Buyback Authority, the Company would also like to take the opportunity to include a separate proposal for Independent Shareholders to waive the obligation on the Concert Party which would otherwise arise under Rule 9 of the City Code as a result of the possible exercise of options granted to Timothy Green and Nicholas Green in 2005, at the time when the Concert Party's percentage holding was above 50 per cent. A separate resolution has therefore been included in this Circular in relation to the Option Waiver.

The purpose of this document is to provide Shareholders with information and explain the reasons relating to the AGM, the Buyback Authority, subject to the prescribed limits, and the Waivers.

City Code on Takeovers and Mergers

Under Rule 9 of the City Code, any person who acquires an interest (as defined in the City Code) in shares which, taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the City Code, is normally required to make a general offer to all of the remaining shareholders to acquire their shares.

Similarly, when any person, together with any persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent. of the voting rights of such a company but does not hold shares carrying more than 50 per cent. of such voting rights, a general offer will normally be required if any further interests in shares are acquired by any such person.

An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares in the company during the 12 months prior to the announcement of the offer.

Under Rule 37 of the City Code, any increase in the percentage holding of a shareholder which results from a company buying back its own shares will also be treated as an acquisition by that shareholder for the purposes of Rule 9 of the City Code.

Concert Party

The Company's largest Shareholder is Michael Green, who currently owns 30.4 per cent. of the Company. Additionally, Timothy Green, Tangent's Chief Executive Officer, and Nicholas Green, Executive Director (Michael Green's nephews) own, in aggregate, 3.2 per cent. of the Company. These persons are considered to be acting in concert for the purposes of the City Code and their aggregate shareholding is 58,538,464 Shares, representing approximately 33.6 per cent. of the current issued share capital of the Company. Further information on the Concert Party is given at paragraphs 3.6 and 4 of Part 3 of this document.

Under Rule 37 of the City Code, when a company purchases its own voting shares, a resulting increase in the percentage of shares carrying voting rights in which a person or group of persons acting in concert is interested will be treated as an acquisition for the purpose of Rule 9 (although a shareholder who is neither a director nor acting in concert with a director will not normally incur an obligation to make a Rule 9 offer).

Accordingly, if the percentage shareholding of the Concert Party (already in aggregate more than 30 per cent. of the current issued share capital) increases as a result of any exercise of the proposed Buyback Authority or the Option Exercise, without the Buyback Waiver and the Option Waiver (respectively) being approved by Independent Shareholders at the AGM, the Concert Party would be obliged to make a mandatory offer for the Company under Rule 9.

Background to the Buyback Authority

The Board believes that if the Company were to have the flexibility to make market purchases of Shares this would provide it with the ability to make good use of distributable profits in seeking to increase earnings per share and net asset value per share for the benefit of Shareholders if

circumstances are appropriate to do so. Also given the size of the Company and the liquidity of its shares, the Board believes that it is in the Company's interests and in the interest of Shareholders as a whole, for the Company to have the ability to purchase Shares that become available at a price your Board considers attractive and thus provide liquidity which might otherwise not be available in the market.

The Company does not currently intend to implement a buy back programme and Shareholders should not assume that any such market purchase of Shares will necessarily take place. In reaching a decision to purchase Shares, the Directors would take account of the Company's cash resources and capital and the effect of such purchases on the Company's business and would only make market purchases if satisfied that they would be in the interests of Shareholders generally.

Your Board is proposing that Shareholders authorise the Company to purchase in the market a maximum of 17,469,183 Shares, representing approximately 10 per cent. of the Company's current issued share capital as at the Latest Practicable Date. The maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to 105 per cent. of the average of the middle market quotations for a Share as derived from the AIM section of the Daily Official List for the five business days immediately preceding the day on which Shares are to be purchased. The Company believes that having the flexibility to purchase Shares at a price up to 105 per cent. of the five day average is required given the proportionally high market trading spread. The minimum price (exclusive of expenses) which may be paid for a Share is 1 pence (being the nominal value of a Share).

It is proposed that the Buyback Authority will expire on the second anniversary of the date of passing Resolution 8, as set out in the Notice of AGM.

Any purchase of Shares will be made at the discretion of the Directors in the light of prevailing market conditions. Such market purchases of Shares by the Company will be made from the Company's distributable reserves. Under the Companies Act 2006, shares which a company buys back are normally to be treated as cancelled. As an alternative, a listed company is able to hold such shares as treasury shares. Treasury shares can be subsequently cancelled, sold for cash or used for the purpose of employee share schemes. No dividends are paid on shares which are held in treasury and no voting rights attach to treasury shares.

The Directors would consider holding as treasury shares any Ordinary Shares which the Company may re-purchase pursuant to the proposed Buyback Authority. The Directors believe that holding such shares as treasury shares may provide the Company with increased flexibility in managing its share capital. Resolution 9 in the Notice of AGM is proposed to authorise the Directors to sell Ordinary Shares that are re-purchased and held in treasury for cash without pre-emption rights applying to such sale, in the same way as would apply to the allotment of new Ordinary Shares pursuant to that Resolution.

Any purchase of Shares under the Buyback Authority would, unless the Concert Party was otherwise able to maintain its current shareholding level, or without the approval of the Buyback Waiver by Independent Shareholders at the AGM, trigger an obligation to make an offer by the Concert Party for the Company under Rule 9.

Background to the Option Exercise

The Company operates three share options plans: the Approved Scheme, the Unapproved Scheme and the EMI Scheme.

On 27 September 2005, following the reverse takeover by the Company of Documedia Solutions plc, a total of 850,978 EMI Options (each over a Share) and 1,649,022 Unapproved Options (each over a Share) were granted to each of Timothy Green and Nicholas Green, at an exercise price of 1 pence per share. On the same date, a total of 2,500,000 Unapproved Options (each over a Share) were granted to each of Timothy Green and Nicholas Green, at an exercise price of 5 pence per Share.

Under the terms of both the EMI Scheme and Unapproved Scheme, options are generally exercisable following the third anniversary of the date of grant and also conditional upon the satisfaction of certain vesting conditions (all of which have been satisfied). Further details of options held by Timothy Green and Nicholas Green are set out at paragraph 3.3 of Part 3.

In relation to Rule 9 of the City Code, a waiver was obtained from the Panel at the time of the acquisition of Documedia Solutions plc, in relation to the Concert Party's then 57.8 per cent. holding. However, this waiver did not include any Shares to be issued under potential equity incentive schemes. The circular at the time made reference to future equity incentive schemes, but did not contain any further details. Options were only granted to Timothy Green and Nicholas Green following the reverse takeover, and at that time the Concert Party's holding was above 50 per cent. (as already waived for Rule 9 purposes).

Any exercise of the 2005 Options by Timothy Green and Nicholas Green, as members of the Concert Party, would, without the approval of the Option Waiver by Independent Shareholders at the AGM, trigger an obligation to make an offer for the Company under Rule 9.

Potential effect on shareholdings of Buyback Authority and Option Exercise

The following scenarios describe relevant holdings of the Concert Party, assuming that the Buyback Resolution and the Waiver Resolutions are duly passed, and that the maximum number of Shares were to be repurchased by the Company pursuant to the Buyback Authority and that such shares were cancelled.

Scenario 1

The Buyback Authority is exercised in full but there is no exercise of the 2005 Options. The Company's share capital would decrease to 157,222,652 Shares and the Concert Party's percentage holding would therefore increase to 37.2 per cent. from 33.6 per cent.

Scenario 2

Only the exercise of all the 2005 Options takes place. The Company's share capital would increase to 184,691,835 Shares. It is expected that the Concert Party's holding would therefore increase to 37.1 per cent. from 33.6 per cent.

Scenario 3

The Buyback Authority is exercised in full and the exercise of all the 2005 Options takes place. The Company's share capital would decrease to 167,222,652 Shares and the Concert Party's holding would therefore increase to 41.0 per cent. from 33.6 per cent.

In each scenario above it is assumed that (i) there is no other increase in the current issued share capital of the Company, (ii) there are no disposals of Shares by the Concert Party, and (iii) no other options or rights to subscribe for Shares were exercised (save for the 2005 Options as indicated).

A table showing the potential individual interests in Shares of the Concert Party, in relation to each of the scenarios, is set out overleaf:

Name	Existing Number of Shares	% of current issued ordinary share capital	Scenario 1		Scenario 2		Scenario 3	
			Number of Shares	% of current issued ordinary share capital	Number of Shares	% of current issued ordinary share capital	Number of Shares	% of current issued ordinary share capital
Michael Green	53,076,924	30.4	53,076,924	33.8	53,076,924	28.7	53,076,924	31.8
Timothy Green	2,730,770	1.6	2,730,770	1.7	7,730,770	4.2	7,730,770	4.6
Nicholas Green	2,730,770	1.6	2,730,770	1.7	7,730,770	4.2	7,730,770	4.6
Aggregate shareholding of the Concert Party	58,538,464	33.6	58,538,464	37.2	68,538,464	37.1	68,538,464	41.0

Waiver of the obligation to make a mandatory offer under Rule 9 of the City Code

Buyback Authority

As further described above, Rule 37 of the City Code provides that any increase in the percentage holding of a shareholder which results from a company buying back its own shares will also be treated as an acquisition by that shareholder for the purposes of Rule 9 of the City Code.

The Panel has agreed, however, to waive the requirement for the Concert Party (collectively or individually) to make a general offer pursuant to Rule 9 that would otherwise result from the Company's exercise of the Buyback Authority in making market purchases of its Shares, subject to the approval of Independent Shareholders. Accordingly, Resolution 5 (as set out in the Notice of AGM) is being proposed at the AGM and will be taken on a poll.

Should the Buyback Authority be exercised in full, the Concert Party will between them be interested in Shares carrying 30 per cent. or more of the company's voting share capital but will not hold Shares carrying more than 50 per cent. of such voting rights and (for so long as they continue to be treated as acting in concert) any further increase in that aggregate interest in Shares will be subject to the provisions of Rule 9.

Shareholders should also note that this waiver applies only in respect of increases in the shareholdings of the Concert Party relating to market purchases by the Company pursuant to the Buyback Resolution. The waiver does not apply to any other authority sought for the Company to purchase its own Shares after the date of the AGM or any shareholding increase (in either percentage or number terms) in relation to any Shareholder other than the Concert Party.

The Panel has agreed to the Buyback Waiver on the basis that the Independent Directors, who have been so advised by the Company's financial adviser, Collins Stewart, consider the terms of the Buyback Waiver to be fair and reasonable.

Option Exercise

The City Code stipulates that whilst the grant of options does not give rise to an obligation to make a general offer under Rule 9, the exercise of options will be considered to be an acquisition of an interest in shares and will require an offer to be made unless the granting of the options was approved by a vote of independent shareholders. If there was no such vote at

the time of granting of the options (as is the case with the 2005 Options), the Panel would not normally permit a Company to retrospectively seek a waiver of its obligations under Rule 9.

The Panel has agreed, however, to waive the requirement for the Concert Party (collectively or individually) to make a general offer pursuant to Rule 9 that would otherwise result from the exercise by Timothy Green and Nicholas Green of the 2005 Options, subject to the approval of Independent Shareholders. Accordingly, Resolution 6 (as set out in the Notice of AGM) is being proposed at the AGM and will be taken on a poll.

Should Timothy Green and Nicholas Green exercise the 2005 Options in full, the Concert Party will between them be interested in Shares carrying 30 per cent. or more, of the Company's voting share capital but will not hold Shares carrying more than 50 per cent. of such voting rights and (for so long as they continue to be treated as acting in concert) any further increase in that aggregate interest in Shares will be subject to the provisions of Rule 9.

Further details concerning the Concert Party and their respective interests in the Company are set out at paragraph 3.6 in Part 3 of this document.

The Panel has agreed to the Option Waiver on the basis that the Independent Directors, who have been so advised by the Company's financial adviser, Collins Stewart, consider the terms of the Option Waiver to be fair and reasonable.

Independent advice

Collins Stewart has provided advice to the Independent Directors in relation to each of the Waivers in accordance with the requirements of paragraph 4(a) of Appendix 1 to the City Code. As part of its advice to the Independent Directors in connection with each of the Waivers, Collins Stewart referred to the following factors which the Independent Directors have taken into account in making their recommendation below:

- (A) the Board believes the ability of the Company to purchase Shares would allow the Company the opportunity to make good use of available distributable profits should it conclude that the market conditions are such that a repurchase of Company's shares would be to the benefit of the Company and its Shareholders;
- (B) given Timothy Green's position as Chief Executive and Nicholas Green as Executive Director of the Company, Collins Stewart believes that Shareholders should welcome the long term participation by Timothy Green and Nicholas Green in the equity of the Company, including Shares received under the 2005 Options; conversely, Collins Stewart believes that disposals of Shares by Timothy Green or Nicholas Green could be perceived negatively by investors and potential investors;
- (C) the grant of the 2005 Options had previously been announced; and
- (D) Collins Stewart believes that the maximum increase in aggregate of Timothy Green's and Nicholas Green's shareholdings resulting from the receipt of Shares on exercise of the 2005 Options will not be material from a control perspective.

This advice was provided by Collins Stewart to the Independent Directors only and, in providing such advice, Collins Stewart has relied upon the Independent Directors' commercial assessments as well as, but not limited to, the confirmations of the future intentions of the Concert Party and the Directors as described below.

Intentions of the Concert Party and the Directors

The Concert Party has confirmed that it is not proposing, following any increase in their proportionate shareholding as a result of any market purchase of Shares by the Company or on the exercise of the 2005 Options, to seek any change in the general nature of the Company's business. The Concert Party (with the exception of Michael Green, whom given that he is not a Director of the Company or part of its management, is not in a position to make such

confirmation, subject to below) has confirmed that its intentions regarding the management of the Company, the continued employment of its employees, the location of the Company's places of business, and the deployment of the Company's fixed assets will not be altered.

Michael Green has confirmed that he does not intend to seek to alter the manner by which the Company is currently managed as more particularly referred to above.

The Directors intend to continue to conduct the business of the Company in the same manner as it is currently conducted and there are no plans to introduce any substantial change in the business of the Company.

Current trading and prospects

Information on current trading and future prospects of the Company is set out in the Chairman's Statement on page 5 and the Chief Executive's Review on pages 6 to 9 of the 2011 Annual Report and Accounts, a copy of which accompanies this notice.

The Company's preliminary results for the year ended 28 February 2011, were announced on 18 May 2011 and are, together with the 2011 Annual Report and Accounts, the Circular and the notice of AGM, available on the website of the Company at www.tangentplc.com.

AGM

The notice convening the AGM to be held on 30 August 2011 at 9 a.m. is set out at the end of this document. **The Concert Party may attend the AGM but will not vote on the Waiver Resolutions, which will be taken by means of a poll.**

This document contains the Notice of AGM on pages 28 to 30, which sets out the resolutions to be proposed at the AGM to approve:

- various matters which the Company commonly attends to at its Annual General Meetings (namely the adoption of our Annual Report and Accounts for the year ended 28 February 2011, the declaration of a final dividend for that year and the re-appointment of our auditors and a Director who is retiring and is eligible for re-appointment in accordance with our Articles of Association, and the grant to the Directors of the authority to allot Shares on a non-pre-emptive basis);
- a proposed general authority for the Company to make market purchases of Shares; and
- two separate resolutions to be put to the Independent Shareholders to waive the obligation on the Concert Party which would otherwise arise under Rule 9 of the City Code as a result of (i) the possible exercise by the Company of the Buyback Authority and (ii) the issue of Shares upon the exercise of the 2005 Options by Timothy Green and Nicholas Green.

Only the Independent Shareholders (being all of the Shareholders except for the Concert Party) will be entitled to vote on the resolutions to approve the Buyback Waiver and the Option Waiver at the AGM.

Action to be taken

A Form of Proxy for use in connection with the AGM is enclosed. Whether or not Shareholders intend to attend the AGM in person, it is important that you duly complete, execute and return the Form of Proxy, by hand or by post, to the Company's registrars, Capita Registrars, in accordance with the instructions printed thereon.

To be valid, the completed Form of Proxy must be returned as soon as possible and, in any event, so as to be received by the Company's registrars not later than 9 a.m. on 28 August

2011. Completion and return of the Form of Proxy will not prevent Shareholders from attending and voting at the AGM in person should they wish to do so.

Further information

Your attention is drawn to the remainder of this document which contains further information relating to Tangent and to the accompanying 2011 Annual Report and Accounts.

Recommendation

Resolutions Number 5 and 6 – Waiver Resolutions

The Independent Directors, who have been so advised by the Company's financial adviser, Collins Stewart, consider the terms of the Buyback Waiver to be fair and reasonable and in the best interests of Independent Shareholders and of the Company as a whole.

In addition, the Independent Directors, who have been so advised by the Company's financial adviser, Collins Stewart, consider the terms of the Option Waiver to be fair and reasonable and in the best interests of Independent Shareholders and of the Company as a whole.

In giving its advice to the Independent Directors, Collins Stewart has taken into account the Independent Directors' commercial assessments.

Accordingly, the Independent Directors unanimously recommend that the Independent Shareholders vote in favour of the Resolutions relating to the Buyback Waiver (Resolution 5) and the Option Waiver (Resolution 6) at the AGM as they intend to do in respect of their entire holdings which amount to 2,696,250 Shares, representing approximately 1.5 per cent. of the current issued share capital of the Company.

Voting on the Waiver Resolutions will be by means of a poll of Independent Shareholders.

The Concert Party will not vote on the Waiver Resolutions at the AGM.

Yours faithfully
Piers Caldecote
Non-Executive Chairman

PART 2

FINANCIAL INFORMATION ON TANGENT

Incorporation of relevant information by reference

The information listed below relating to the Company is hereby incorporated by reference into this document.

No	Information	Source of Information
1.	Revenue, profit or loss before and after taxation, the charge for tax, extraordinary items, minority interests, the amount absorbed by dividends and earnings and dividends per share for the Company for the three years ended 28 February 2009, 28 February 2010 and 28 February 2011.	<p>Annual Report & Accounts 2009, 2010 and 2011</p> <p>Consolidated Income Statement on page 28 for 2009,</p> <p>Consolidated Statement of Comprehensive Income on page 28 for 2010; and</p> <p>Consolidated Statement of Comprehensive Income on page 29 for 2011 respectively.</p> <p>If you are reading this document in hard or soft copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>2009: www.tangentplc.com/uploads/TangentAnnualReport2009.pdf</p> <p>2010: www.tangentplc.com/uploads/TangentAnnualReport2010.pdf</p> <p>2011: www.tangentplc.com/uploads/TangentAnnualReport2011.pdf</p>
2.	A statement of the assets and liabilities shown in the audited accounts for the Company for the year ended 28 February 2011	<p>Annual Report & Accounts 2011, Consolidated Balance Sheet on page 31.</p> <p>If you are reading this document in hard or soft copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p> <p>www.tangentplc.com/uploads/TangentAnnualReport2011.pdf</p>
3.	A cash flow statement as provided in the audited accounts for the Company for the year ended 28 February 2011	<p>Annual Report & Accounts 2011 Cash Flow Statement on page 32.</p> <p>If you are reading this document in hard or soft copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.</p>

www.tangentplc.com/uploads/TangentAnnualReport2011.pdf

4. Significant accounting policies together with any points from the notes to the accounts which are of major relevance to an appreciation of the figures

Annual Report 2009, 2010 and 2011 and the Notes to the Accounts on pages 35 to 47 for 2009, 35 to 52 for 2010; and pages 36 to 60 for 2011 respectively.

If you are reading this document in hard or soft copy, please enter the below web address in your web browser to be brought to the relevant document. If you are reading this document in soft copy, please click on the web address below to be brought to the relevant document.

2009:

www.tangentplc.com/uploads/TangentAnnualReport2009.pdf

2010:

www.tangentplc.com/uploads/TangentAnnualReport2010.pdf

2011:

www.tangentplc.com/uploads/TangentAnnualReport2011.pdf

The results for the Company for the three years ended 28 February 2009, 28 February 2010, 28 February 2011 are available free of charge on the Tangent website at <http://www.tangentplc.com/aim>.

Information in relation to 1, 2, 3 and 4 above has not been published in an inflation adjusted form. The annual reports and interim results are available in "read-only" format and can be printed from the Company website. The Company will provide within two business days, without charge, to each person to whom a copy of this document has been delivered, upon their written or verbal request, a copy of any document incorporated by reference in this document. Copies of any document incorporated by reference in this document will not be provided unless such a request is made.

Requests for copies of any such document should be directed to the following address or by telephoning on 0207 462 6101 (or +44 207 462 6101 if telephoning from outside the United Kingdom):

The Company Secretary
Tangent Communications plc
84-86 Great Portland Street
London
W1W 7NR

PART 3

ADDITIONAL INFORMATION

1. RESPONSIBILITY

- 1.1 The Directors, whose names appear in paragraph 2.1 below, accept responsibility for the information contained in this document, other than the recommendation relating to the Waiver Resolutions set out in the final paragraph of the Chairman's letter for which only the Independent Directors accept responsibility. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.
- 1.2 Each member of the Concert Party accepts responsibility for the information contained in this document relating to that Concert Party. Separately, Timothy Green and Nicholas Green, who are also Directors of the Company, do so without prejudice and in addition to the Directors' responsibility statement set out in 1.1 above. To the best of the knowledge and belief of the members of the Concert Party (who have taken all reasonable care to ensure that such is the case) the information contained in this document relating to the Concert Party is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. DIRECTORS

- 2.1 The Directors of Tangent are:

Piers Caldecote (Non-Executive Chairman)
Timothy Green (Chief Executive)
Nicholas Green (Executive Director)
Kevin Cameron (Finance Director)
Alan Smith (Non-Executive Director)

- 2.2 The principal activity of the Company is as a digital and direct communications business utilising proprietary technology to create direct marketing programmes for its clients.

3. INTERESTS AND DEALINGS

- 3.1 For the purposes of this paragraph 3 of Part 3:

- (a) "**2006 Act**" means the Companies Act 2006;
- (b) "**acting in concert**" has the meaning attributed to it in the City Code;
- (c) "**arrangement**" includes any indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to relevant securities which may be an inducement to deal or refrain from dealing;
- (d) "**connected adviser**" has the meaning attributed to it in the City Code;
- (e) "**connected person**" has the meaning attributed to it in sections 252 to 255 of the 2006 Act;
- (f) "**control**" means an interest, or interests, in shares carrying in aggregate 30 per cent. or more of the Voting Rights (as defined in the City Code) irrespective of whether the holding or aggregate holding gives de facto control;

- (g) "**dealing**" or "**dealt**" includes the following:
- (i) the acquisition or disposal of relevant securities, of the right (whether conditional or absolute) to exercise or direct the exercise of voting rights attached to relevant securities, or of general control of relevant securities;
 - (ii) the taking, granting, acquisition, disposal, entering into, closing out, termination, exercise (by either party) or variation of an option (including a traded option contract) in respect of any relevant securities;
 - (iii) subscribing or agreeing to subscribe for relevant securities;
 - (iv) the exercise or conversion of any relevant securities carrying conversion or subscription rights;
 - (v) the acquisition of, disposal of, entering into, closing out, exercise (by either party) of any rights under, or variation of, a derivative referenced, directly or indirectly, to relevant securities;
 - (vi) entering into, terminating or varying the terms of any agreement to purchase or sell relevant securities; and
 - (vii) any other action resulting, or which may result, in an increase or decrease in the number of relevant securities in which a person is interested or in respect of which he has a short position;
- (h) "**derivative**" includes any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security;
- (i) "**exempt principal trader**" or "**exempt fund manager**" has the meaning attributed to it in the City Code;
- (j) being "**interested**" in relevant securities includes where a person:
- (i) owns relevant securities;
 - (ii) has the right (whether conditional or absolute) to exercise or direct the exercise of the voting rights attaching to relevant securities or has general control of them;
 - (iii) by virtue of any agreement to purchase, option or derivative, has (a) the right or option to acquire relevant securities or call for their delivery or (b) is under an obligation to take delivery of them, whether the right, option or obligation is conditional or absolute and whether it is in the money or otherwise; or
 - (iv) is party to any derivative whose value is determined by reference to its price and which results, or may result, in his having a long position in it;
- (k) "**paragraph 1 associate**" means, in relation to a company, its parent, subsidiaries and fellow subsidiaries, their associated companies, and companies of which such parent, subsidiaries, fellow subsidiaries or associated companies are associated companies (for this purpose, ownership or control of 20 per cent. or more of the equity share capital of a company is regarded as the test of "associated company" status);

- (l) **"relevant securities"** means Shares in the Company (or derivatives referenced thereto) and securities convertible into, rights to subscribe for and options (including traded options) in respect thereof; and
- (m) **"short position"** means any short position (whether conditional or absolute and whether in the money or otherwise) including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery.

Directors of the Company

3.2 As at the close of business on the Latest Practicable Date, the interests of the Directors and their immediate families, related trusts and the interests of persons connected with them in the issued share capital of the Company, were as set out below:-

Director	No. of Shares	Percentage of issued share capital
Nicholas Green	2,730,770	1.6%
Timothy Green	2,730,770	1.6%
Piers Caldecote	1,500,000	0.9%
Kevin Cameron	696,250	0.4%
Alan Smith	500,000	0.3%
Total	8,157,790	4.8%

3.3 As at the close of business on the Latest Practicable Date, the Directors and their immediate families, related trusts and the interests of persons connected with them listed below, held the following options over Shares:

Director	Number of options	Date of Grant	Exercise Price	Exercise Period
Nicholas Green	2,500,000*	27 September 2005	1p	27 September 2008 to 26 September 2015
	2,500,000**	27 September 2005	5p	27 September 2008 to 26 September 2015
	415,279***	25 June 2007	1p	1 March 2010 to 25 June 2012
	522,066***	6 August 2008	1p	1 March 2011 to 6 August 2013
	1,728,163***	31 March 2009	1p	1 March 2012 to 31 March 2014

	1,018,491***	8 November 2010	1p	1 March 2013 to 8 November 2015
	1,350,000****	23 June 2011	1p	1 March 2014 to 23 June 2016
Timothy Green	2,500,000*	27 September 2005	1p	27 September 2008 to 26 September 2015
	2,500,000**	27 September 2005	5p	27 September 2008 to 26 September 2015
	415,279***	25 June 2007	1p	1 March 2010 to 25 June 2012
	522,066***	6 August 2008	1p	1 March 2011 to 6 August 2013
	1,728,163***	31 March 2009	1p	1 March 2012 to 31 March 2014
	1,018,491***	8 November 2010	1p	1 March 2013 to 8 November 2015
	1,350,000****	23 June 2011	1p	1 March 2014 to 23 June 2016
Kevin Cameron	655,234*****	8 November 2010	1p	1 March 2013 to 8 November 2015
	777,000*****	23 June 2011	1p	1 March 2014 to 23 June 2016
Total	21,500,232			

* denotes 850,978 EMI Options and 1,649,022 Unapproved Options. Under the terms of both the EMI Options and the Unapproved Options granted at an exercise price of 1 pence, vesting is conditional upon continued employment, the acquisition of and continuing to hold a matching number of Shares (e.g. 850,978 Shares in the case of the EMI Options and 1,649,022 Shares in the case of the Unapproved Options at an exercise price of 1 pence) and a performance condition. The 850,978 EMI Options and 1,649,022 Unapproved Options (granted an exercise price of 1 pence) may not be exercised within the first three consecutive years following the date of grant and may not be exercised later than the tenth anniversary of the date of grant. Vesting conditions have been satisfied as at the Latest Practicable Date.

** denotes options under the Unapproved Scheme. Under the terms of the Unapproved Options exercisable at a price of 5 pence, vesting is conditional upon, *inter alia*, continued employment and meeting certain performance conditions. Unapproved Options may not be exercised within the first three consecutive years following the date of grant and may not be exercised later than the tenth anniversary of the date of grant. Vesting conditions have been satisfied as at the Latest Practicable Date.

*** denotes 'phantom share option' awarded under the Unapproved Scheme, an arrangement which permits the Company to grant options to eligible employees to receive a payment calculated principally by reference to the increase in the Company's share price. These phantom share options are subject to time and vesting conditions. The award of these options vests, amongst other conditions, in the event total shareholders' return increases by a rate of no less than 10 per cent. per annum between 1 March 2010 and 1 March 2013. The Board has discretion to award these options as a cash bonus or through the issue of Shares.

****denotes 'phantom share option' awarded under the Unapproved Scheme, an arrangement which permits the Company to grant options to eligible employees to receive a payment calculated principally by reference to the increase in the Company's share price. These phantom share options are subject to time and vesting conditions. The award of these phantom options vest, amongst other conditions, in the event that Tangent's share price increases by 10 per cent. per annum between 1 March 2011 and 28 February 2014. The board has discretion to award these options as a cash bonus or through the issue of shares.

*****denotes options under the Unapproved Scheme, vesting of which is subject to time and vesting conditions These share options vest, amongst other conditions, in the event that Tangent's share price increases by 10% per annum between 1 March 2011 and 28 February 2014.

3.4 During the 12 months preceding the date of this document the following dealings (including borrowing or lending) in relevant securities were undertaken by Alan Smith.

Date	No. of shares acquired	Price per share
03/12/2010	250,000	5.00p
07/12/2010	100,000	5.00p
30/12/2010	25,000	4.75p
05/01/2011	50,000	5.38p
10/01/2011	75,000	6.00p

Save for the above there have been no dealings (including borrowing or lending) in relevant securities by the Directors (or their immediate families, related trusts or persons connected with them) during the 12 months preceding the date of this document.

- 3.5 The Directors are not interested in any short positions (whether conditional or absolute and whether in the money or otherwise), any short position under a derivative, any agreement to sell or any delivery obligation or any right to require another person to purchase or take delivery and have not been interested in any such options, short positions, agreements to sell or delivery obligations during the period of 12 months immediately prior to the date of this document.

Concert Party

- 3.6 Save as in respect of the interests and options over Shares held by Timothy Green and Nicholas Green in the Company as set out in paragraphs 3.2 and 3.3, at the close of business on the Latest Practicable Date, the interests, rights to subscribe and short positions of the Concert Party were as set out below (all of which being beneficial unless otherwise stated). The table also shows the maximum potential shareholding interests of the Concert Party in the Company under the three different scenarios (and under their respective assumptions) outlined under the paragraph headed "*Potential effect on shareholdings of Buyback Authority and Option Exercise*" on page 10 of the Chairman's letter in Part 1 of this document:

Name	Existing Number of Shares	% of current issued ordinary share capital	Scenario 1		Scenario 2		Scenario 3	
			Number of Shares	% of current issued ordinary share capital	Number of Shares	% of current issued ordinary share capital	Number of Shares	% of current issued ordinary share capital
Michael Green	53,076,924	30.4	53,076,924	33.8	53,076,924	28.7	53,076,924	31.8
Timothy Green	2,730,770	1.6	2,730,770	1.7	7,730,770	4.2	7,730,770	4.6
Nicholas Green	2,730,770	1.6	2,730,770	1.7	7,730,770	4.2	7,730,770	4.6
Aggregate shareholding of the Concert Party	58,538,464	33.6	58,538,464	37.2	68,538,464	37.1	68,538,464	41.0

- 3.7 There have been no dealings (including borrowing or lending) for value in relevant Company securities by the Concert Party (or their immediate families, related trusts or persons connected with them) during the period beginning 12 months preceding the date of this document.

Others

- 3.8 As at the close of business on the Latest Practicable Date, Collins Stewart held 20,000 Shares on behalf of its clients through Forest Nominees Limited and 193,046 Shares as market makers through Cost Nominees Limited.
- 3.9 During the period of 12 months preceding the date of this document, there have been no dealings for value in relevant securities by Collins Stewart. There have been no dealings in Shares by Collins Stewart as principal during the period of 12 months preceding the date of this document.
- 3.10 As at the close of business on the Latest Practicable Date, the interests of the Tangent ESOP in relevant securities was 1,428,340 Shares.

Takeover Code Disclosures

- 3.11 As at the close of business on the Latest Practicable Date:
- 3.11.1 save as disclosed in paragraphs 3.2 and 3.3, none of the Directors, their immediate families, related trusts or persons connected with them had an interest in, right to subscribe for, or had any short position in relation to, any relevant Company securities during the period of 12 months preceding the date of this document;
- 3.11.2 save as disclosed in paragraph 3.6, none of the Concert Party, their immediate families, related trusts or persons connected with them had an interest in, right to subscribe for, or had any short position in relation to, any relevant Company securities during the period of 12 months preceding the date of this document;
- 3.11.3 having made due and careful enquiry, the Company is not aware of any other person acting in concert with the Company having any interests, rights to subscribe or short positions in relevant Shares or securities of the Company during the period of 12 months preceding the date of this document;
- 3.11.4 no person with whom the Concert Party has any arrangement had an interest in or a right to subscribe for, or had any short position in relation to, any relevant Company securities, nor had any such person dealt in any relevant Company securities during the period of 12 months preceding the date of this document;
- 3.11.5 no paragraph 1 associate of the Company had an interest in or a right to subscribe for, or had any short position in relation to, any relevant Company securities, nor had any such person dealt in any relevant Company securities during the period of 12 months preceding the date of this document;
- 3.11.6 no pension fund of the Company had an interest in or a right to subscribe for, or had any short position in relation to, any relevant Company securities, nor had any such person dealt in any relevant Company securities during the period of 12 months preceding the date of this document;
- 3.11.7 save as disclosed in paragraph 3.10, no employee benefit trust of the Company had an interest in or a right to subscribe for, or had any short position in relation to, any relevant Company securities, nor had any such person dealt in any relevant Company securities during the period of 12 months preceding the date of this document;

- 3.11.8 save as disclosed in paragraph 3.8, no connected adviser to the Company or to a paragraph 1 associate or to a person acting in concert with the Company, nor any person controlling, controlled by or under the same control as any such connected adviser (except for an exempt principal trader or exempt fund manager) had any interest in or right to subscribe for, or had any short position in relation to, any relevant Company securities, nor had any such person dealt in any relevant Company securities during the period of 12 months preceding the date of this document;
- 3.11.9 no person who has an arrangement with the Company or a paragraph 1 associate of the Company had an interest in or a right to subscribe for, or had any short position in relation to, any relevant Company securities, nor had any such person dealt in any relevant Company securities during the period of 12 months preceding the date of this document;
- 3.11.10 the Company had not redeemed or purchased any relevant Company securities during the period of 12 months preceding the date of this document;
- 3.11.11 neither the Company, nor any person acting in concert with the Company had borrowed or lent any relevant Shares;
- 3.11.12 the Concert Party has not lent or borrowed any Shares;
- 3.11.13 there were no arrangements, in relation to the proposals set out in this document, which existed between the Company or any person acting in concert with the Company, and any other person; and
- 3.11.14 there were no arrangements which existed between the Concert Party, or any person acting in concert with the Concert Party, and any other person.

4. **VOTING RIGHTS OF THE CONCERT PARTY**

For the purposes of the Waiver Resolutions, Michael Green will not be voting his shareholding of 53,076,924 Shares, representing 30.4 per cent. of the Voting Rights in respect of the Waivers. In addition, Timothy Green will not be voting his shareholding of 2,730,770 Shares representing approximately 1.6 per cent. of the Voting Rights, in respect of the Waivers and Nicholas Green will not be voting his shareholding of 2,730,770 Shares representing approximately 1.6 per cent. of the Voting Rights, in respect of the Waivers. Neither Timothy nor Nicholas Green have participated in the Board's approval of the Waivers.

If the Buyback Authority were to be exercised in full, then, assuming no increase in the current issued share capital of the Company, the potential voting rights attributable to the Shares held by the Concert Party would constitute 37.2 per cent. of all the voting rights of the Company.

5. **MATERIAL CONTRACTS**

- 5.1 Other than as disclosed in this paragraph 5, no contracts have been entered into by the Company or any of its subsidiaries, other than in the ordinary course of business, within two years prior to the publication of this document which are or may be material.
- 5.2 On 16 September 2009, the Company entered into an agreement with Damian Mark David Bentley and others (the "**Sellers**"), pursuant to which it purchased the entire issued share capital of DDG Network Limited. The consideration for the purchase consisted of an initial payment of £296,100 and deferred consideration in accordance with the terms of the sale and purchase agreement (the "**DDG Agreement**"), up to a maximum of £435,000. Such deferred payments are, subject to the terms and conditions of the agreement, to be made in three instalments by the Company for the

years 1 September 2009 to 31 August 2010, September 2010 to 31 August 2011 and September 2011 to 31 August 2012. Such deferred consideration will be settled by a mixture of consideration shares (23 per cent.) and cash (77 per cent.).

- 5.3 By way of a deed of amendment and restatement to the DDG Agreement, in June 2011, the maximum amount of deferred consideration payable in respect of the purchase of the entire issued share capital of DDG Network Limited was amended to a maximum of £251,600. Subject to the terms of the DDG Agreement (as amended), such deferred consideration will be made in two instalments by the Company for the years 1 September 2010 to 31 August 2011 and 1 September 2011 to 31 August 2012. Such deferred consideration will be settled by a mixture of consideration shares (23 per cent.) and cash (77 per cent.).
- 5.4 On 16 September 2009, the Company entered into an agreement with Damian Mark David Bentley and others (the "**Sellers**"), Double D Management LLP, and the Company, pursuant to which the Company purchased the business of Double D Management LLP as a going concern as well as the legal and beneficial interest in the assets of Double D Management LLP. The consideration for the purchase consisted of an initial consideration of £1,184,400 and deferred consideration in accordance with the terms of the sale and purchase agreement (the "**Double D Agreement**"), up to a maximum of £1,740,000. Such deferred payments are, subject to the terms and conditions of the agreement, to be made in three instalments by the Company for the years 1 September 2009 to 31 August 2010, September 2010 to 31 August 2011 and September 2011 to 31 August 2012. Such deferred consideration will be settled by a mixture of consideration shares (23 per cent.) and cash (77 per cent.).
- 5.5 By way of a deed of amendment and restatement to the Double D Agreement, in June 2011 the maximum amount of deferred consideration payable in respect of the purchase of the business and assets of Double D Management LLP was amended to a maximum of £1,004,800. Subject to the terms of the Double D Agreement (as amended), such deferred consideration will be paid by the Company by way of two instalments for the years 1 September 2010 to 31 August 2011 and 1 September 2011 to 31 August 2012. Such deferred consideration will be settled by a mixture of consideration shares (23 per cent.) and cash (77 per cent.).
- 5.6 Pursuant to a facility letter dated 1 July 2009 (and as renewed on 5 July 2010 and 21 June 2011) from HSBC Bank, HSBC Bank offered the Company, Tangent Marketing Service Limited, Tangent Labs Limited and Ravensworth Digital Services Limited borrowing facilities up to a maximum amount of £1,000,000. Interest on this overdraft facility will be payable at the rate of 1.75 per cent. per annum over HSBC Bank's relevant currency base rate as published from time to time. The letter provides for certain information obligations in relation to the provision of monthly management accounts to HSBC Bank as well as a number of undertakings to be given in favour of HSBC Bank in relation to, but not limited to, insuring assets and restrictions on lending to directors.

6. **DIRECTORS' SERVICE AGREEMENTS**

6.1 Details of the terms and notice periods of the Directors' service agreements or letters of appointment (as applicable) with the Company and its subsidiaries are as follows:

Name	Date of Agreement	Notice Period	
		By Company	By Employee
Nicholas Green	26 March 2007	12 months	6 months
Timothy Green	26 March 2007	12 months	6 months
Kevin Cameron	14 January 2003	12 months	3 months
Piers Caldecote*	15 June 2005	6 months	6 months

* denotes letter of appointment

6.2 Details of the Directors' remuneration for the financial year ended 28 February 2011 is set out below (other than as set out below there have been no changes to Directors' basic terms of employment or appointment in the previous 6 months).

Name	Salary and Fees	Bonus	Total
Timothy Green	£123,000	£41,000	£164,000
Nicholas Green	£124,000	£41,000	£165,000
Kevin Cameron	£64,000	£26,000	£90,000
Alan Smith	£22,000	-	£22,000
Piers Caldecote	£21,000	-	£21,000

In addition to the remuneration stated in the table above, pension contributions of £9,000 were made to defined contribution pension schemes for the benefit of Nicholas Green and Timothy Green and £1,000 for the benefit of Kevin Cameron.

The remuneration disclosed above in respect of Kevin Cameron and Alan Smith represents that paid since the date of appointment, 8 June 2010, to 28 February 2011 only.

As from 1 March 2011 the salary of both Timothy Green and Nicholas Green was amended to £135,000 per annum, to £92,100 per annum in respect of Kevin Cameron, and to £30,000 per annum in respect of Piers Caldecote.

6.3 In the financial year ended 28 February 2011 and 28 February 2012, an annual cash bonus of up to 50 per cent. of basic salary was/is payable to Directors depending upon the achievement of financial performance targets set at the beginning of that financial year.

- 6.4 The Company also operates a long term incentive plan (LTIP), which applies to Directors. In the financial year ended 28 February 2011 and 28 February 2012, share options (or phantom share options) with an intrinsic value up to 50 per cent. of basic salary per year were awarded to Directors which vest over a three year period depending upon the achievement of certain targets based on total shareholder return over that period.
- 6.5 Alan Smith was appointed to the board on 8 June 2010. As at the Latest Practicable Date no letter of appointment had been agreed between the Company Alan Smith in relation to his appointment.
- 6.6 Save as described in this paragraph 6, there have been no new Directors' service contracts or letters or terms of appointment or amendments to existing Directors' service contracts or letters or terms of appointment within the period of six months prior to the date of this Circular.

7. MIDDLE MARKET QUOTATIONS

Set out below are the closing middle-market quotations for the Shares for the first business day of each of the six months immediately preceding the date of this document and for the Latest Practicable Date.

Date	Price per Share (pence)
03/08/2011	6.00
01/07/2011	5.88
01/06/2011	6.38
03/05/2011	5.00
01/04/2011	5.00
01/03/2011	6.25
01/02/2011	6.38

8. GENERAL

- 8.1 Collins Stewart has given and has not withdrawn its written consent to the issue of this document with the inclusion herein of the references to its name in the form and context in which they appear.
- 8.2 There is no agreement, arrangement, or understanding (including any compensation arrangement) between the members of the Concert Party and any person acting in concert with any of them and any of the Directors, recent directors of Tangent, Shareholders or recent Shareholders of Tangent, or any person interested or recently interested in Shares, having any connection with or dependence upon the proposals set out in this document.
- 8.3 There is a commercial relationship between Collins Stewart and the Concert Party, but only to the extent that Timothy Green and Nicholas Green are directors of the Company, a corporate client of Collins Stewart. Save for this commercial relationship, there is no relationship (personal, financial or commercial), arrangement or understanding between members of the Concert Party and Collins Stewart.
- 8.4 Any market purchases of Shares by the Company would be made from the Company's distributable reserves and therefore there are no financing arrangements in place. As such, there is no arrangement relating to the purchase of Shares where the payment of interest on, repayment of or security for any liability (contingent or otherwise) is dependent to any significant extent on the business of the Company.

8.5 No agreement, arrangement or understanding exists whereby the Shares acquired by the Company pursuant to the Buyback Authority will be transferred to any other person.

8.6 Save as disclosed in the 2011 Annual Report and Accounts, there have been no material changes in the financial or trading position of the Company since 28 February 2011, being the date to which its most recent audited financial statements were made up.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at Pinsent Masons LLP, 30 Crown Place, London EC2A 4ES during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) up to and including 30 August 2011 and at the AGM to be held on that day, and also on the Company's website at <http://www.tangentplc.com>:-

9.1 the Circular, which can be found at <http://www.tangentplc.com/uploads/August2011Circular.pdf>;

9.2 the Articles of Association of Tangent, which can be found at http://www.tangentplc.com/uploads/Articles_of_Association.pdf;

9.3 the audited consolidated accounts for Tangent for the financial year ended 28 February 2011, which can be found at <http://www.tangentplc.com/uploads/TangentAnnualReport2011.pdf>

9.4 the audited consolidated accounts for Tangent for the financial years 28 February 2010, which can be found at <http://www.tangentplc.com/uploads/TangentAnnualReport2010.pdf>;

9.5 the Directors' service contracts and letters of appointment referred to in paragraph 6 above, which can be found at <http://www.tangentplc.com/uploads/directorserviceagreements.pdf>;

9.6 the consent letter from Collins Stewart referred to in paragraph 8 above, which can be found at <http://www.tangentplc.com/uploads/CSconsentletter.pdf>; and

9.7 the material contracts referred to in paragraph 5 above, which can be found at <http://www.tangentplc.com/uploads/Circularmaterialcontracts.pdf>.

TANGENT COMMUNICATIONS PLC

(a company incorporated in England and Wales and registered with number 3967805)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Tangent Communications plc (the "**Company**") will be held at the offices of Pinsent Masons LLP, 30 Crown Place, London, EC2A 4ES on 30 August 2011 at 9 a.m. for the following purposes:

You will be asked to consider and vote on the resolutions below of which resolutions 1 to 7 will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions. Resolutions 1 to 4 and resolutions 7 to 9 are deemed by the Company's Articles of Association to be ordinary business, and resolutions 5 and 6 are deemed to be special business:-

Ordinary Resolutions

1. To receive the accounts and the reports of the directors and the auditors for the financial year ended 28 February 2011.
2. To declare a final dividend for the financial year ended 28 February 2011 of 0.2 pence per ordinary share.
3. To re-elect Nicholas Green as a director (who is retiring and is eligible for re-appointment in accordance with the Company's articles of association).
4. To re-appoint UHY Hacker Young LLP as auditors of the Company from the conclusion of this Meeting until the conclusion of the next general meeting at which accounts are laid before the shareholders and to authorise the directors to fix the auditors' remuneration.
5. That the waiver granted by the Panel on Takeovers and Mergers, of the obligation that would otherwise arise on the Concert Party to make a general offer to the shareholders of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers as a result of any market purchases by the Company of its own ordinary shares of 1 pence each (the "**Shares**") pursuant to the authority sought pursuant to Resolution 8 set out in the notice of this Meeting, as described in the Company's circular to shareholders of which this notice forms part (the "**Circular**"), be and is hereby approved.

Note: In order to comply with the City Code on Takeovers and Mergers, Resolution 5 will be taken on a poll and each of Michael Green, Timothy Green and Nicholas Green has undertaken not to vote on the Resolution.

6. That the waiver granted by the Panel on Takeovers and Mergers, of the obligation that would otherwise arise on the Concert Party to make a general offer to the shareholders of the Company pursuant to Rule 9 of the City Code on Takeovers and Mergers as a result of any exercise of the 2005 Options (as defined and described in the Circular), be and is hereby approved.

Note: In order to comply with the City Code on Takeovers and Mergers, Resolution 6 will be taken on a poll and each of Michael Green, Timothy Green and Nicholas Green has undertaken not to vote on the Resolution.

7. That 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 powers of the Company to allot equity securities (within the meaning of section 560 of the Act) provided that:

- (a) this authority shall be in substitution for any equivalent authority which may have been given to the directors prior to the date of the passing of this resolution (save to the extent that the same is exercisable pursuant to Section 551(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require equity securities to be allotted on or after that date); and
- (b) this authority shall be limited to equity securities up to an aggregate nominal amount of £503,081;
- (c) This authority is to expire 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting) except 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 this authority had not expired.

Special Resolutions

As special business, to consider and, if thought fit, to pass the following resolutions as special resolutions:

8. To generally and unconditionally authorise the Company to make one or more market purchases (as defined in Section 693(4) of the Act) of any of its Shares in such a manner and on such terms as the Directors may from time to time determine provided that:
 - (a) the maximum number of Shares hereby authorised to be acquired is 17,469,183, representing approximately 10 per cent. of the Company's issued ordinary share capital at the date of this document;
 - (b) the minimum price which may be paid for each Share is 1 pence (exclusive of expenses and appropriate taxes); and
 - (c) the maximum price which may be paid for a Share is an amount (exclusive of expenses and appropriate taxes) equal to 105 per cent. of the average of the middle market quotations for a Share as derived from the AIM section of the Daily Official List for the five business days immediately preceding the day on which the Share is to be purchased, and

this authority shall expire on the second anniversary of the date on which this resolution is passed, unless this authority is before such expiry renewed, varied or revoked by the Company in general meeting, save that the Company may make a contract to purchase its own Shares under the authority conferred by this resolution prior to the expiry of such authority, and such contract will or may be executed wholly or partly after the expiry of such authority, and the Company may make a purchase of its own Shares in pursuance of any such contract.

9. That, subject to the passing of Resolution 7, the directors be and they are generally empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash or by way of a sale of treasury shares pursuant to the authority conferred by Resolution 7, provided that this power:-
 - (a) expires 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first (unless previously renewed, varied or revoked by the Company in general meeting), except that the

Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired; and

(b) is limited to:-

- (i) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of Shares in the capital of the Company made in proportion (as nearly as may be) to their existing holdings of Shares but subject to the Directors having a right to make such exclusions or other arrangements in connection with the offering as they deem necessary or expedient:-
 - (1) to deal with equity securities representing fractional entitlements or in relation to treasury shares; and
 - (2) to deal with legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (ii) the allotment of equity securities for cash pursuant to the authority granted under Resolution 7 above otherwise than pursuant to paragraph 9(b) of this resolution up to an aggregate nominal amount of £87,345.

This authority shall be in substitution for any equivalent authority which may have been given to the directors prior to the date of the passing of this resolution (save to the extent that the same is exercisable by reason of any offer or agreement made prior to the date of this resolution which would or might require shares to be allotted or rights to subscribe for, or convert any security into, shares in the Company to be granted on or after that date).

By Order of the Board

Kevin Cameron
Company Secretary

4 August 2011

Registered office:

84-86 Great Portland Street
London
W1W 7NR

VOTING NOTES

1. In order to comply with the City Code, Resolution 5 and Resolution 6 will be taken on a poll and the Concert Party (as such term is defined in the Circular) will not participate.
2. A member entitled to attend and vote at the Meeting is also entitled to appoint a proxy or 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. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting in person at the Meeting.
3. To appoint more than one proxy you may photocopy the Form of Proxy. Please indicate the proxy holder's name and the number of Shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Forms of Proxy must be signed and should be returned together in the same envelope.
4. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
5. To be effective, the instrument appointing a proxy and any power of attorney or other authority under which it is executed (or a notarially certified copy of such power or authority) must be completed, signed and deposited at the registrars' office, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time for holding the Meeting. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. A Form of Proxy is enclosed with this notice.
6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments (see 5 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
7. In the case of joint holders of a Share the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the register of members in respect of the joint holding.
8. The CREST electronic proxy service is available for this Annual General Meeting. To use this service CREST members should transmit a CREST proxy instruction, so as to reach the registrars by not later than 48 hours before the time of the holding of the Meeting or any adjournment.
9. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 9 a.m. on 28 August 2011. 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case

your proxy form must be received by the Company's registrars no later than 9 a.m. on 28 August 2011.

10. Copies of all directors' service contracts with the Company and the terms and conditions of appointment of non-executive directors will be available for inspection at the place of the Annual General Meeting from at least 15 minutes prior to the time of the Meeting until its conclusion.
11. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members in order to have the right to attend and vote at the Annual General Meeting is 6 p.m. on 28 August 2011 or, if the Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.
12. Persons who are not Shareholders in the Company will not be admitted to the Meeting unless arrangements are made with the Company.
13. Explanatory notes in relation to the resolutions to be proposed at the Meeting are set out below.

EXPLANATORY NOTES

Resolution 1: Report and Accounts

The Directors are required to present to the Meeting the audited accounts and the reports of the directors and the auditors for the financial year ended 28 February 2011.

Resolution 2: Declaration of Dividend

Final dividends must be approved by Shareholders but cannot exceed the amount which has been recommended by the Directors.

Resolution 3: Re-appointment of Director Retiring by Rotation

Under Article 20.4 of the articles of association of the Company one third of the directors of the Company shall retire from office and shall be eligible for reappointment at each Annual General Meeting provided always that all directors must be subject to re-election at intervals of no more than three years. Although one third of the directors (not including the directors to be re-appointed pursuant to Article 20.2 of the articles of association) equates to one director, as Nicholas Green was last reappointed at the Annual General Meeting in 2008, he must retire and seek re-appointment.

Resolution 4: Re-appointment of Auditors

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the end of the next such meeting. This Resolution proposes the appointment and, in accordance with standard practice, gives authority to the Directors to determine the remuneration to be paid to the auditors.

Resolution 5: Buyback Waiver

Under Rule 9 of the City Code, any person who acquires an interest (as such term is defined in the City Code) in shares which, taken together with the shares in which he and persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights in a company that is subject to the City Code, is normally required to make a general offer to all of the remaining shareholders to acquire their shares. Under Rule 37 of the City Code, any increase in the percentage holding of a shareholder which results from a company buying-back its own shares will also be treated as an acquisition by that shareholder for the purposes of Rule 9 of the City Code. Rule 37 of the City Code does not normally apply to a company unless the person who would otherwise be required to make a mandatory offer under Rule 9 of the City Code is a director of the company or is acting in concert with the directors of the company. As Timothy Green and Nicholas Green are both directors forming part of the Concert Party, Rule 37 will apply to the Company.

Resolution 5 (as proposed to the Independent Shareholders) is intended to approve the grant of a waiver by the Panel on Takeover and Mergers of the obligation on the Concert Party which would otherwise arise under Rule 9 of the City Code as a result of any market purchases by the Company of its own Shares pursuant to the authority sought pursuant to Resolution 8.

Resolution 6: Option Waiver

On 27 September 2005, following the reverse takeover by the Company of Documedia Solutions plc, a total of 850,978 options (each over a new Share) were granted to each of Timothy Green and Nicholas Green under the Company's EMI share scheme, and 1,649,022 options (each over a new Share) were granted to each of Timothy and Nicholas Green, under the Company's unapproved share scheme at an exercise price of 1 pence per Share. On 27 September 2005, 2,500,000 options were granted to each of Timothy Green and Nicholas Green under the Company's unapproved share option scheme at an exercise price of 5 pence.

Timothy Green and Nicholas Green would like to be able to exercise their option rights. However, any exercise of these options by Timothy Green and Nicholas Green, as members of the Concert Party, would trigger an obligation to make an offer for the Company under Rule 9.

Resolution 6 (as proposed to the Independent Shareholders) is intended to approve the grant of a waiver by the Panel on Takeover and Mergers of the obligation on the Concert Party which would otherwise arise under Rule 9 of the City Code as a result of the issue of Shares upon any exercise of the 2005 Options (as such term is defined in the Circular) by Timothy Green and Nicholas Green.

Resolution 7: Directors' authority to allot Shares

Section 551 of the Act provides that the directors of a company may not allot shares (or grant rights to subscribe for shares or to convert any security into shares) in a company unless they have been given prior authorisation for the proposed allotment by ordinary resolution of the company's shareholders or by the articles of association of a company.

Accordingly, this resolution seeks to grant a new authority under section 551 of the Act (which has superseded section 80 of the Companies Act 1985 ("CA 1985")) to authorise the Directors to allot equity securities and will expire 15 months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the Company following the passing of this resolution, whichever occurs first.

If passed, Resolution 7 would give the Directors authority to allot equity securities up to an aggregate nominal value of £503,081 representing approximately 29 per cent. of the Company's existing issued share capital as at the date of this notice.

There is no present intention to exercise this authority, however it is considered prudent to maintain the flexibility that this authority provides and therefore extending the authority at this time.

Resolution 8: Authority for market purchase

Resolution 8 will permit the Company to purchase up to 17,469,183 Shares (approximately 10 per cent. of the Shares in issue as at the date of this document) through the market subject to the pricing limits set out in the resolution and will expire on the second anniversary of the date on which this resolution is passed. The Shares purchased will either be held in treasury pursuant to section 724 of the Companies Act 2006 for subsequent sale, transfer for the purposes of or pursuant to employee share schemes, or cancellation as an alternative to cancelling them immediately, or will be cancelled. It is intended to propose this as a special resolution.

Resolution 9: Dis-application of pre-emption rights

Under section 561(1) of the Act, if the directors wish to allot any of the unissued shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors will need the flexibility to finance business opportunities by the issue of shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first waived their pre-emption rights.

Resolution 9 empowers the directors to allot equity securities for cash other than in accordance with the statutory pre-emption rights up to a maximum nominal amount of £87,345, representing approximately 5 per cent. of the nominal value of the issued ordinary share capital of the Company as at the date of this notice.

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