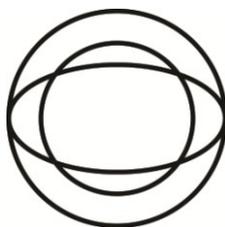


THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended immediately to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised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

If you have sold or otherwise transferred all of your shares in IndigoVision Group plc, you should pass this document, the accompanying proxy form and the annual report and accounts of IndigoVision Group plc for the financial year ended 31 July 2013 without delay to the stockbroker, bank or other person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

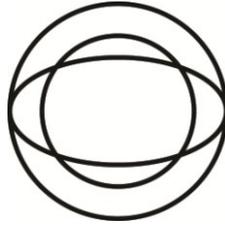


INDIGOVISION GROUP PLC

(Incorporated in Scotland, registered number SC208809)

NOTICE OF ANNUAL GENERAL MEETING

Notice of the annual general meeting of IndigoVision Group plc (the "**Company**") to be held at The Adam Suite, Bush House, The Edinburgh Technopole, Edinburgh EH26 0BB at 11 a.m. (UK time) on 12 November 2013 (the "**AGM**") is set out on pages 3 to 5 (inclusive) of this document. Whether or not you propose to attend the AGM, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be completed and signed and returned to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so that it is received no later than 11 a.m. (UK time) on 8 November 2013. Proxies may also be appointed online at www.investorcentre.co.uk/eproxy or through the CREST electronic proxy appointment service.



INDIGOVISION GROUP PLC

(Incorporated in Scotland, registered number SC208809)

Directors:

Hamish Grossart (*Non-executive Chairman*)
Andrew Fulton (*Non-executive Director*)
Marcus Kneen (*Chief Executive Officer*)
Holly McComb (*Chief Financial Officer*)

Registered office:

Charles Darwin House
The Edinburgh Technopole
Edinburgh EH26 0PY
UNITED KINGDOM

11 October 2013

*To holders of ordinary shares ("**Ordinary Shares**") in the capital of IndigoVision Group plc (the "**Company**")*

Dear Shareholder,

Annual General Meeting

I am pleased to invite you to the annual general meeting of the Company, which will be held at The Adam Suite, Bush House, The Edinburgh Technopole, Edinburgh EH26 0BB at 11 a.m. (UK time) on 12 November 2013 (the "**AGM**"). Enclosed with this letter is a copy of the annual report and accounts of the Company for the year ended 31 July 2013.

The business to be conducted at the AGM is set out in the notice of annual general meeting on pages 3 to 5 of this document. You will be asked to consider and vote on the resolutions set out in the notice. An explanation of these resolutions is given in the explanatory notes to the notice of annual general meeting on pages 6 to 8 of this document.

In line with your board's policy of balancing dividends against the re-investment in the business necessary to seek to maintain a strong and competitive position, your board proposes a final dividend of 5.5 pence per Ordinary Share. If the proposed dividend is approved, it will be paid on 29 November 2013 to all holders of Ordinary Shares who were on the register of members on 1 November 2013.

If you would like to vote on any of the resolutions but are unable to attend the AGM, please complete, sign and return (in accordance with the instructions printed on it) the proxy form enclosed with this document. To be valid, completed and signed proxy forms must be received by the Company's registrars by no later than 11 a.m. on 8 November 2013. The completion and return of the proxy form will not affect your right to attend and vote in person at the AGM if you wish. You may also appoint a proxy online at www.investorcentre.co.uk/eproxy by entering your shareholder reference number and personal identification number (PIN) both of which are printed on the enclosed proxy form. If you hold your Ordinary Shares in CREST, then you may appoint proxies through the CREST electronic proxy appointment service.

The board considers that all the proposals to be considered at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the board unanimously recommends that you vote in favour of all of the proposed resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

Hamish Grossart
Chairman



INDIGOVISION GROUP PLC

(Incorporated in Scotland, registered number SC208809)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the fourteenth annual general meeting of IndigoVision Group plc (the "**Company**") will be held at The Adam Suite, Bush House, The Edinburgh Technopole, Edinburgh EH26 0BB at 11 a.m. (UK time) on 12 November 2013 (the "**AGM**") for the following purposes:

To consider and, if thought fit, pass the following as ordinary resolutions:

1. To receive the Company's accounts for the financial year ended 31 July 2013 and the directors' report and the auditors' report on those accounts.
2. To declare a final dividend of 5.5 pence per ordinary share, to be paid on 29 November 2013 to shareholders whose names appear on the register of members at the close of business on 1 November 2013.
3. To re-elect Andrew Fulton, who retires at the AGM, as a director of the Company.
4. To appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid before the Company.
5. To authorise the directors to determine the auditor's remuneration.
6. That:
 - (A) the directors be generally and unconditionally authorised to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum nominal amount of £25,248.49;
 - (B) in addition to the authority contained in paragraph (A), the directors be authorised to allot shares in the Company, or to grant rights to subscribe for or to convert any security into shares in the Company, comprising equity securities (within the meaning of section 560(1) of the Companies Act 2006 (the "**Act**")) up to a maximum nominal amount of £25,248.49 in connection with a Pre-Emptive Offer undertaken by means of a rights issue;
 - (C) the authorities given by this resolution:
 - (1) are given pursuant to section 551 of the Act and shall be in substitution for all pre-existing authorities under that section; and
 - (2) unless renewed, revoked or varied in accordance with the Act, shall expire on 30 June 2015 or, if earlier, at the end of the next annual general meeting of the Company save that the Company may before such expiry make an offer or agreement which would or might require the allotment of shares in the Company, or the grant of rights to subscribe for or to convert any security into shares in the Company, after such expiry; and
 - (D) for the purpose of this Resolution, "**Pre-Emptive Offer**" means an offer of equity securities to:
 - (1) holders of ordinary shares (other than the Company) on a fixed record date in proportion to their respective holdings of such shares; and
 - (2) other persons entitled to participate in such offer by virtue of the rights attaching to any other equity securities held by them;



in each case, subject to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to fractional entitlements, legal, regulatory or practical problems under the laws or the requirements of any regulatory body or stock exchange of any territory or otherwise.

To consider and, if thought fit, pass the following as special resolutions:

7. That:

(A) subject to the passing of resolution 6 set out in the notice of annual general meeting dated 11 October 2013 (the "**Allotment Authority**"), the directors be given power pursuant to section 570 of the Companies Act 2006 (the "**Act**") to allot equity securities (within the meaning of section 560(1) of the Act) for cash pursuant to the Allotment Authority, and to sell treasury shares wholly for cash, as if section 561(1) of the Act did not apply to any such allotment or sale, provided that such power shall be limited to the allotment of equity securities or the sale of treasury shares:

(1) in the case of paragraph (A) of the Allotment Authority:

- (a) in connection with a Pre-Emptive Offer (as defined in the Allotment Authority); or
- (b) otherwise than in connection with a Pre-Emptive Offer, up to a maximum nominal amount of £7,574.55;

(2) in the case of paragraph (B) of the Allotment Authority, in connection with a Pre-Emptive Offer undertaken by means of a rights issue; and

(B) the power given by this resolution:

(1) shall be in substitution for all pre-existing powers under section 570 of the Act; and

(2) unless renewed in accordance with the Act, shall expire at the same time as the Allotment Authority, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry.

8. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (as amended) (the "**Act**") to make market purchases (within the meaning of section 693 of the Act) of ordinary shares of 1p each ("**Ordinary Shares**") on such terms and in such manner as the directors may decide provided that:

(A) the maximum number of Ordinary Shares that may be purchased by the Company pursuant to this authority is 757,454;

(B) the minimum price that may be paid for any such Ordinary Share shall be the nominal value of that share (exclusive of expenses payable by the Company in connection with the purchase);

(C) the maximum price that may be paid for any Ordinary Share purchased pursuant to this authority is an amount equal to the higher of (a) 105 per cent. of the average of the middle market prices shown in the quotations for the Company's Ordinary Shares in the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased and (b) that stipulated by Article 5(1) of the Buy-Back and Stabilisation Regulation (Commission Regulation (EC) of 22 December 2003 (Number 2273/2003)) (in each case, exclusive of expenses payable by the Company in connection with the purchase); and



- (D) this authority shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 30 June 2015, but the Company may make a contract to purchase Ordinary Shares under this authority before its expiry which will or may be completed wholly or partly after the expiry of this authority, and may complete such a purchase as if this authority had not expired.
9. That the Articles of Association of the Company be amended by deleting the first sentence of article 52.

11 October 2013

By Order of The Board

Registered Office:
Charles Darwin House
The Edinburgh Technopole
Edinburgh
EH26 0PY

Holly McComb
Company Secretary



EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

General

The notes on the following pages give an explanation of the proposed resolutions. Resolutions 1 to 6 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 7 to 9 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 – Annual report and accounts

The directors must lay the Company's accounts, the directors' report and the auditor's report before the shareholders in a general meeting. A copy of those accounts and reports are enclosed with this document and are also available on the Company's website at <http://www.indigovision.com/index.php/en/investors.html>

Resolution 2 – Declaration of final dividend

Shareholders are being asked to approve a final dividend of 5.5 pence per Ordinary Share for the year ended 31 July 2013. If the recommended final dividend is approved, this will be paid on 29 November 2013 to all ordinary shareholders who were on the register of members on 1 November 2013.

Resolution 3 – Re-election of directors

The Company's articles of association require that one third of the directors must retire by rotation at each annual general meeting. Andrew Fulton is required to retire this year. Being eligible, he offers himself for re-election.

Resolutions 4 and 5 – Appointment and remuneration of the auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the shareholders, to hold office until the end of the next such meeting. KPMG Audit plc has informed the Company that it has initiated a process to streamline its two registered audit firms, KPMG Audit plc and KPMG LLP. As such, KPMG Audit plc has notified the Company that it is not seeking re-appointment as the Company's auditor and has provided the Company with a statement of circumstances confirming its resignation as auditor of the Company pursuant to this streamlining process. A copy of this statement of circumstances is set out in the appendix to this notice. Resolution 4 proposes the appointment of KPMG LLP as the Company's auditor. Resolution 5 seeks authority for the directors to decide the auditor's remuneration.

Resolution 6 – Renewal of authority to allot shares

The purpose of this resolution is to confer upon the directors the power to allot shares. Section 551 of the Companies Act 2006 provides that the directors may not allot new shares (other than pursuant to employee share schemes) without shareholder approval. The directors currently have authority to allot shares up to a maximum amount of £25,174.25, which represented approximately 33 per cent. of the Company's issued Ordinary Share capital when that authority was conferred upon the directors in 2012.

The resolution proposes that a similar authority be granted in substitution for the existing authority to allot securities up to a maximum amount of £25,248.49, representing approximately 33 per cent. of the Company's issued Ordinary Share capital as at 10 October 2013, being the latest possible date prior to publication of this notice.

In addition (and as was the case at last year's AGM), following guidance issued by the ABI in December 2008, the Company is seeking additional authority to allot securities in connection with a fully pre-emptive rights issue up to a maximum amount of £25,248.49, representing approximately 33 per cent. of the Company's issued Ordinary Share capital as at 10 October 2013, being the latest practicable date prior to publication of this document. The benefit to the Company of obtaining such authority on an annual basis is that it would allow the Company to implement a rights issue of an amount equal to two-thirds of the issued Ordinary Share capital without the need to call an additional general meeting. This would shorten the implementation timetable of such a rights issue.

The directors have no present intention of exercising this authority. The authority will expire at the conclusion of the next annual general meeting or, if earlier, on 30 June 2015, unless previously



cancelled or varied by the Company in general meeting. It is the intention of the directors to renew this authority annually at each annual general meeting.

As at 10 October 2013, the Company held 2,238 shares in treasury.

Resolution 7 - Disapplication of pre-emption rights

Section 561(1) of the Companies Act 2006 provides that if the directors wish to allot any equity securities, or sell any treasury shares (if it holds any), for cash, the Company must first offer them to existing shareholders in proportion to their existing shareholdings. Section 561 does not apply in connection with allotments made pursuant to an employee share scheme.

The purpose of this resolution is to allow the directors to allot shares or sell any treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply, in connection with rights issues, open offers and other pre-emptive offers pursuant to the authority to allot shares granted by resolution 6, and otherwise up to a total amount of £7,574.55, representing approximately 10 per cent. of the Company's issued Ordinary Share capital as at 10 October 2013, being the latest practicable date prior to publication of this document. As regards this latter power to allot equity securities on a non pre-emptive basis, shareholders should note that the directors currently have power to allot equity securities on a non pre-emptive basis up to a maximum amount of £7,574.55 (which represented approximately 10 per cent. of the Company's issued Ordinary Share capital when that power was granted). If passed, this resolution will replace that existing power.

The power conferred by this resolution will expire at the conclusion of the next annual general meeting or, if earlier, on 30 June 2015, unless previously cancelled or varied by the Company in general meeting. It is the intention of the directors to renew this power annually at each annual general meeting.

Resolution 8 - Market purchase of own shares by the Company

Authority for the Company to make market purchases of its own shares was granted at the 2012 annual general meeting. This resolution seeks to renew that authority.

The authority given by this resolution will be exercised only if the directors are satisfied that any purchase is in the interests of shareholders generally (irrespective of whether or not it results in an immediate increase in earnings per Ordinary Share).

The maximum number of Ordinary Shares which may be purchased under the proposed authority will be 757,454, representing approximately 10 per cent. of the issued share capital of the Company as at 10 October 2013, being the latest practicable date prior to publication of this document. The price paid for Ordinary Shares will not be less than the nominal value of the shares nor more than 5 per cent. above the average of the middle market quotations of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the day on which the Ordinary Shares are purchased.

As at 10 October 2013, being the latest practicable date prior to publication of this document, the total number of outstanding options to subscribe for shares was 536,500, representing 7.1 per cent. of the total issued Ordinary Share capital of the Company at that date. That percentage will increase to 7.9 per cent. if the authority being sought is exercised in full.

The authority will expire at the end of the next annual general meeting or, if earlier, on 30 June 2015, unless previously cancelled or varied by the Company in general meeting. It is the intention of the directors to renew this authority annually at each annual general meeting.

Resolution 9 – Amendment to Articles of Association

As previously announced, the Company is changing its financial year end from 31 July to 31 December. The current financial reporting period interim results will be prepared for the 6 months ending 31 January 2014 and 12 months ending 31 July 2014, followed by audited annual report and accounts for the 17 months ending 31 December 2014. Closing a financial year in July has repeatedly proved to be challenging and a move to a more conventional year end will align the Group with its key business partners.



The Companies Act 2006 only requires that the Company hold an annual general meeting during the period of 6 months following the end of the Company's financial year (being 31 December 2014). The proposed deletion of the first sentence of article 52 (which currently requires an annual general meeting to be held in every calendar year) would bring the Company's Articles of Association into line with the Companies Act 2006.



SHAREHOLDER NOTES

Appointment of proxy

Any shareholder who is entitled to attend and vote at the AGM is entitled to appoint one or more proxies (who need not be shareholders) to attend the AGM and speak and vote instead of the shareholder. If more than one proxy is appointed each proxy must be appointed to exercise rights attached to different shares. Appointment of a proxy will not preclude a shareholder from attending and voting in person at the AGM.

In order for a proxy form to be valid, it must be completed and signed and returned to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY so they receive it no later than 11 am. (UK time) on 8 November 2013.

Shareholders may also register their proxy appointments online at www.investorcentre.co.uk/eproxy.

A shareholder wishing to appoint multiple proxies should contact the Shareholder Helpline on 0870 707 1088 to obtain additional proxy forms. Alternatively you may wish to photocopy your proxy form. It will be necessary for the shareholder to indicate on each separate proxy form the number of shares in relation to which each proxy is authorised to act.

Appointment of proxy using CREST

Shareholders may also appoint proxies online through CREST by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST proxy instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the issuer's agent (ID 3RA50) by 11 a.m. (UK time) on 8 November 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. Any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST proxy instructions. It is therefore the responsibility of the CREST member concerned to take (or procure the taking of) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

Record date

To be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of members of the Company at 6 p.m. on 10 November 2013 (or, in the event of any adjournment, on the date which



is two days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Documents available for inspection

Copies of the following documents may be inspected at the registered office of the Company during normal business hours Monday to Friday (public holidays excepted) up to and including the day of the AGM, and at the venue for the AGM from half an hour before the time fixed for the AGM until the end of the AGM:

- the Company's annual report and accounts for the year ended 31 July 2013; and
- copies of the executive directors' service contracts and non-executive directors' letters of appointment.

Shareholder helpline

Shareholders who have general queries about the AGM or need additional proxy forms should call our Shareholder Helpline on 0870 707 1088 (no other methods of communication will be accepted).

Statement of capital and voting rights

As at 10 October 2013 (being the latest practical date prior to publication of this notice) the Company's issued share capital consisted of 7,574,548 Ordinary Shares of which 2,238 are held by the Company as treasury shares. Therefore, total voting rights in the Company as at 10 October 2013 are 7,572,310.

Other matters

Shareholders may not use any electronic address provided in either this notice of AGM or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.



APPENDIX

KPMG Audit Plc
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EG
United Kingdom

Tel +44 (0) 131 222 2000
Fax +44 (0) 131 527 6666
DX 553002 Edinburgh 50

Private & confidential
IndigoVision Group plc
Charles Darwin House
The Edinburgh Technopole
Milton Bridge
Edinburgh
EH26 OPY

Our ref HH/LH

4 October 2013

Dear Sirs

Statement to IndigoVision plc (no SC208809) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will immediately be accepting appointment as statutory auditor.

We request that any correspondence in relation to this statement be sent to our registered office, 15 Canada Square, London, E14 5GL, marked for the attention of the Audit Regulation Department.

Yours faithfully,

KPMG Audit Plc

KPMG Audit Plc, a UK public limited company, is a subsidiary of KPMG Europe LLP and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative, a Swiss entity.

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Registered office: 15 Canada Square, London, E14 5GL