

INVOCAS GROUP PLC
(“Invocas” or “the Company”)

Proposed cancellation of Admission to trading on AIM of the Ordinary Shares

The Company announces that it is seeking Shareholder approval for the cancellation of admission to trading on AIM of its Ordinary Shares.

A circular is today being posted to Shareholders convening a General Meeting and explaining the background to the Delisting and the reasons why the Directors unanimously consider the Delisting to be in the best interests of the Company and its Shareholders as a whole and why they recommend that Shareholders should vote in favour of the Delisting at the General Meeting.

1. Background to and Reasons for the Delisting

Since its appointment in May 2009, the current management team has undertaken a thorough review of the Company, its strategy and operations with a view to stabilising the core business and developing a new strategic vision.

As part of the review process, the Directors have considered in detail the merits or otherwise of the Ordinary Shares continuing to trade on AIM. Invocas, like most other small listed companies, suffers from a lack of liquidity in its shares and, in practical terms, a small free float and market capitalisation, which reduces demand significantly. As a consequence the continuing Admission no longer sufficiently provides the Company with the advantages of providing access to capital or enabling the Ordinary Shares to be used to effect acquisitions. In addition, the Company will be able to utilise the senior management time entailed in maintaining Admission and the costs associated with being listed on AIM (estimated to be approximately £100,000 per year) towards growing the business for the benefit of Shareholders.

The Board's strategy is to create a leading provider of diversified insolvency services and solutions. The Directors believe that funding associated with the execution of this strategy will be more accessible as an unlisted company. In the opinion of the Directors, the most likely medium term exit route for Shareholders will be via a trade sale following execution of this strategy.

As a consequence, the Directors strongly believe it is no longer in the best interests of the Company or its Shareholders for the Company to maintain its listing on AIM.

2. Current trading, strategy and prospects

In the last twelve months, the priority of the new management team has been to focus on stabilising the core business. The stabilisation programme has focused on re-aligning the Company's cost model with the fixed fee charging regime, and making the transition to a more profitable and diversified business acquisition strategy through business-to-business partnerships.

The shift from a direct-to-consumer marketing channel towards strong, commercial partnerships with work providers has had a short term impact on the level of new work won but has increased diversification by type of solution, market segment and geography. The contribution from the case back book continues to be affected by the fixed fee transition and tighter application of provisioning policy. However, strategic productivity initiatives have led to a reduction in headcount, marketing costs and other expenses. The Board's strategy is to create a leading provider of diversified

insolvency services and solutions. Execution of this strategy will realise the full potential of the Company and maximise value for Shareholders. This will remain the priority of the Board following Delisting.

The Directors have given considerable attention to proposing a tender offer to qualifying Shareholders. However, the Directors believe that the necessary funding of a tender offer would adversely impact the strategy to develop the business for a subsequent exit, potentially through a trade sale. In the short term if other players in the market view the Company as a potential partner, the Board would entertain any approaches that might accelerate development or provide a potential exit for Shareholders.

3. Process for Delisting

Rule 41 of the AIM Rules requires an AIM company which wishes the London Stock Exchange to cancel admission of its Ordinary Shares to trading on AIM to notify such intended cancellation and separately inform the London Stock Exchange of its preferred cancellation date at least twenty business days prior to such date. The cancellation is conditional upon the consent of not less than 75 per cent. of votes cast by Shareholders at the General Meeting.

The Notice of General Meeting in the circular contains a special resolution which proposes that the Company's admission to trading on AIM be cancelled.

Subject to the requisite Shareholder approval, the Delisting is expected to be effective from 7.00am on 1 July 2010.

4. Principal Effects of the Delisting

The principal effects of the Delisting will be:

- that no longer would there be a formal market mechanism enabling the Shareholders to trade Ordinary Shares through the AIM market and further, no other trading facility (other than the matched bargain facility referred to in paragraph 5 below) will be available to enable trading of the Ordinary Shares; and;
- that Shareholders who hold Ordinary Shares in uncertificated form prior to Delisting, will receive share certificates.

The Company will endeavour to continue to provide a number of the same facilities and services to Shareholders which are currently enjoyed as shareholders of an AIM company. The Company will:

- continue to send Shareholders copies of the Company's audited annual accounts;
- maintain the Company's website, www.invocasgroup.com, and keep Shareholders informed of developments; and
- continue to hold general meetings in accordance with the applicable statutory requirements and the Company's articles.

Shareholders should note that following the Delisting, the Company will remain subject to the provisions of the City Code on Takeovers and Mergers (the "Code") for a period of at least 10 years from the date of Delisting. Accordingly, Shareholders will continue to receive the minority and other protections afforded by the Code.

The Delisting may have certain tax consequences for Shareholders and those Shareholders who are in any doubt about their tax position should consult their independent financial adviser.

5. Transactions in the Ordinary Shares following Delisting

The Directors are aware that Shareholders may still wish to acquire or dispose of Ordinary Shares. The Directors intend to make available a new matched bargain facility. The matched bargain facility is intended to be made available by J P Jenkins Limited, a trading division of IAF Securities Limited. Further details of this and other matters affecting Shareholders will be made available through the Company's website at www.invocasgroup.com and directly by letter or e-mail where appropriate.

6. General Meeting

A General Meeting is being convened to be held at the offices of Tods Murray LLP, Edinburgh Quay, 133 Fountainbridge, Edinburgh EH3 9AG, on 21 June 2010 at 11.00am, at which a resolution seeking Shareholder approval for the cancellation of the admission to trading on AIM of the Ordinary Shares will be proposed. To be effective the resolution must be passed on a show of hands by at least 75 per cent. of those Shareholders present in person or by proxy or (being a corporation) present by a duly authorised representative or, on a poll, by at least 75 per cent. of those Shareholders present in person or by proxy or (being a corporation) present by a duly authorised representative and voting at the General Meeting.

If this resolution is passed by Shareholders at the General Meeting then it is anticipated that the cancellation of the admission to trading on AIM of the Ordinary Shares will become effective from 7.00am on 1 July 2010.

7. Irrevocable Undertakings

The Company has received irrevocable undertakings, including from the Directors, to vote in favour of the resolution from Shareholders holding 20,208,584 Ordinary Shares in aggregate. These represent approximately 70.7 per cent. of the issued share capital of the Company.

8. Circular

A circular is today being posted to Shareholders with a Notice of General Meeting to approve the Delisting and is available on the Company's website www.invocasgroup.com.

For further information:

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David Macmillan, Chief Executive
Robbie Drummond, Finance Director

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Charles Stanley Securities
(Nominated Adviser)
Dugald Carlean / Russell Cook / Carl Holmes

Tel: 020 7149 6000

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication date of the circular	2 June 2010
Latest time and date for receipt of Forms of Proxy for the General Meeting	11.00am on 17 June 2010
General Meeting	11.00am on 21 June 2010
Last day of dealings in Ordinary Shares on AIM	30 June 2010
Cancellation of admission to trading on AIM of the Ordinary Shares	with effect from 7.00am on 1 July 2010

DEFINITIONS

The following definitions apply throughout this announcement and the circular to be sent to Shareholders, unless the context otherwise requires:

"Admission"	the admission of the Ordinary Shares to trading on AIM
"AIM"	AIM, the market of that name operated by the London Stock Exchange
"AIM Rules"	the rules governing the admission to, and the operation of, AIM as published by the London Stock Exchange from time to time
"Charles Stanley"	Charles Stanley Securities, a trading division of Charles Stanley & Co. Limited
"Company" or "Invocas"	Invocas Group plc
"Delisting"	the proposed cancellation of admission of the Ordinary Shares to trading on AIM
"Directors" or "Board"	the directors of the Company
"General Meeting"	the general meeting of the Company (including any adjournment thereof)

"London Stock Exchange"	London Stock Exchange plc
"Notice of General Meeting"	the notice of General Meeting which is set out at the end of the circular
"Ordinary Shares"	fully paid ordinary shares in the capital of the Company which have a nominal value of 0.25 pence each, and "Ordinary Share" means any one of them
"Shareholders"	the holders of Ordinary Shares, and "Shareholder" means any one of them