



PSION PLC

48 Charlotte Street, London W1T 2NS

Notice of the Annual General Meeting of the Company to be held at 107 Cheapside, London EC2V 6DN on Friday 6 May 2011 at 10.00am is set out in this document.

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, or other professional adviser. If you have sold or transferred all your shares in Psion PLC, please pass this document and the accompanying form of proxy to the stockbroker, bank, or other agent through whom you made the sale or transfer, for transmission to the purchaser or transferee.

1 April 2011

Psion PLC
48 Charlotte Street
London
W1T 2NS

Dear Shareholder

I am pleased to send you details of the Annual General Meeting (the "AGM") of Psion PLC (the "Company") to be held at 107 Cheapside, London EC2V 6DN on Friday 6 May 2011.

The AGM will start at 10.00am and you are welcome to join us from 9.30am, when tea will be served. You will also have the opportunity to meet the directors before the AGM and after the AGM when light refreshments will be served.

RESOLUTIONS

Full details of the AGM and the resolutions that will be put to shareholders are set out in the enclosed Notice of Meeting under ordinary and special business.

ANNUAL REPORTS AND ACCOUNTS

The Company has chosen to use its Investor Relations website as its main method of communications with shareholders, unless shareholders elect otherwise. Shareholders were sent communication election cards in 2008 and hard copies of the Annual Report and Accounts will be sent to all of those shareholders who elected to receive them. Shareholders who have registered with the Psion e-communications service will receive an email notification with a link to the online Annual Report and Accounts. Shareholders who have not yet registered for this service but would like to can do so via the website www.shareview.co.uk.

The Annual Report and Accounts will be available to everyone to view online by visiting www.pSION.com/reports. To request a hard copy of the Annual Report and Accounts, please email investor.relations@psion.com, write to us at 48 Charlotte Street, London W1T 2NS or phone 020 7535 4253.

ACTION TO BE TAKEN

If you are not able to attend the meeting in person, your vote is still important and I would ask you to complete, sign and return the enclosed proxy card to register your vote. This will not prevent you from attending and voting in person at the meeting. You may also register your proxy vote electronically by registering at our Registrar's website www.sharevote.co.uk. Please ensure to follow the instructions given on the proxy card and on the website, as applicable.

RECOMMENDATIONS

Your directors consider that the proposed resolutions contained in the Notice of Meeting are in the best interest of the Company and Shareholders and recommend that you vote in favour.

Yours faithfully



John Hawkins
Chairman
Psion PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at 107 Cheapside, London EC2V 6DN on Friday 6 May 2011 at 10.00am for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2010.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2010.
3. To approve a final dividend of 2.7p per share.
4. To re-elect Toby Redshaw, who was appointed as a director during the year and retires in accordance with Article 78(i) of the Articles of Association, a director of the Company.
5. To re-elect Ross Graham, who has not retired at the previous two AGMs and retires in accordance with Article 78(ii) of the Articles of Association, a director of the Company.
6. To re-elect John Hawkins, who has held office with the Company for a continuous period of 9 years and retires by rotation in accordance with Article 78(iii) of the Articles of Association, a director of the Company.
7. To re-appoint Deloitte LLP as auditors to the Company to hold office until conclusion of the next AGM at which the audited financial statements are being laid before the Company.
8. To authorise the directors to determine the remuneration of the auditors.

SPECIAL BUSINESS

To consider, and if thought fit, pass the resolutions below. Resolution 9 is proposed as an ordinary resolution and resolutions 10 and 11 are proposed as special resolutions.

Authority to allot shares

9. That the directors be hereby authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the company:
 - a) up to a nominal amount of £7,037,436; and
 - b) comprising equity securities (as defined in the Companies Act 2006 'the Act') up to a nominal amount of £14,074,872 (including within such limit any shares and rights to subscribe for or convert any security into shares allotted under paragraph (a) above) in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings. The directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

These authorities shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or within 15 months from the date of the passing of this resolution, whichever is earlier, unless previously revoked, varied or renewed by the Company in general meeting and provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Disapplication of pre-emption rights

10. That the directors be hereby given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or where the allotment is treated as an allotment of equity securities under section 560(2)(b) of the Act, free of the restriction in section 561(1) of the Act, such power to be limited:
 - (a) to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of resolution 10, by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal, regulatory or practical problems in, or under the laws of any territory or any other matter; and
 - (b) in the case of the authority granted under paragraph (a) of resolution 10 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under section 560(2)(b) of the Act, to the allotment (otherwise than under paragraph (a) above) of equity securities up to a nominal amount of £1,055,615; and
 - (c) to the allotment of equity securities in connection with the company's long term incentive plan in which the company and/or any of its subsidiary undertakings (as defined in the Act) participates;

This authority shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or within 15 months from the date of the passing of this resolution, whichever is earlier, provided 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 the power conferred hereby had not expired.

Authority to purchase own ordinary shares

11. That the company be hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares of 15p each ('Ordinary Shares') subject to the following restrictions and provisions:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 14,074,872 representing 10% of the Company's issued share capital; and
 - (b) the minimum price which may be paid for an Ordinary Share is 15p per share;
 - (c) the maximum price, exclusive of expenses, which may be paid for an Ordinary Share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out.

This authority shall expire at the conclusion of the next AGM of the Company to be held after the passing of this resolution or within 15 months from the date of the passing of this resolution, whichever is earlier, provided that the Company may before such expiry make an offer or agreement which would or might require shares to be purchased after such expiry and the directors may purchase shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Shares purchased by the Company may either be cancelled or held by the Company in treasury for resale.

By order of the Board:

Lynne Sanderson
Company Secretary

3 March 2011

Registered office:
48 Charlotte Street
London W1T 2NS

NOTES:

Appointment of a Proxy and Voting

A member of the Company is entitled to appoint a proxy to exercise all or any of his/her rights to attend and speak and vote at the meeting of the Company. A member can also appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares held by him/her.

A form of proxy is enclosed for use in connection with the AGM, if desired. This form can be completed and sent by post to the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6RE. To be valid, the completed form of proxy must reach the Company's registrars not later than 10.00am on 4 May 2011.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members to have the right to attend or vote at the meeting and for determining the number of shares held is 6pm on 4 May 2011. Entries on the register of members after that time will be disregarded in determining the rights of any person to attend or to vote at the Meeting.

Nominated Persons

Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have the right to be appointed (or to have someone else appointed) as a proxy for the annual general meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

Electronic Proxy Voting

You may, if you wish, register the appointment of a proxy or voting instructions for the meeting electronically by logging onto www.sharevote.co.uk. You will need to use a 25-digit number made up of your Voting ID, Task ID and Shareholder Reference Number printed on your proxy form. Full details of the procedure are given on the website. The proxy appointment and/or voting instructions must be received by Equiniti not later than 10.00am on 4 May 2011. Please note that any electronic communication sent to the Registrars that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by Equiniti's conditions of use set out on the website, www.sharevote.co.uk, and may be read by logging onto the site.

Crest Voting

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 6 May 2011 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com/CREST. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment 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 ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. 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 by enquiry to CREST in the manner prescribed by CREST. After this time 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 EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Corporate Representatives

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

Electronic addresses

You may not use any electronic address provided either in this Notice of Meeting or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

Publication on website

In accordance with section 311A of the Companies Act 2006, the contents of this notice of meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members; matters of business received by the Company after the date of this notice will be available on the Company's website www.pSION.com.

Shareholders' Rights to Ask Questions

Pursuant to section 319A of the Companies Act 2006, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.

Inspection of documents

Copies of the register of Directors' interests and the Company's current Articles of Association and the proposed new Articles of Association to be adopted are available for inspection at the registered office of the Company during normal business hours on any weekday and will be available at the place of the meeting from 15 minutes prior to commencement of the above meeting until the conclusion thereof.