

## **The following information is disclosed in accordance with Rule 26 of the AIM Rules**

**Last updated: 21 July 2010**

### **Country of incorporation and main country of operation**

21st Century Technology plc ("21<sup>st</sup> Century") is incorporated in England (registered number: 2974642) which is also its main country of operation.

### **Description of the business**

#### **Public transport on-board monitoring systems**

The principal activities of the business are the supply and installation of CCTV, black-box and other monitoring systems for use on public transport vehicles.

### **Directors names, biographical details and responsibilities**

#### **Jan Holmstrom, Non-executive Chairman**

Jan, who joined the board in July 2010, is an internationally experienced Director, having spent 25 years of his career in reinsurance and operational management in Stockholm, London and Hong Kong.

He is currently the Managing Director of Browallia AB and a Director of Browallia Holdings Limited, both part of Bronsstädet Group, the property and investment group controlled by Peter Gyllenhammar and a Director of The Union Discount Company of London Limited also owned by Peter Gyllenhammar. Through Bronsstädet Group and The Union Discount Company, Peter Gyllenhammar has a 29.54% interest in 21<sup>st</sup> Century. Jan is also Chairman of Densitron Technologies plc and a Non-executive Director of Chapelthorpe plc, Dawson International plc, Hartest Holdings plc, Pittards plc, Bilderton Limited, Johnson and Starley Limited and Somerset AB (Sweden).

#### **Nicholas Grimond, Chief Executive and acting Chairman**

Nick Grimond was Group Operations Director of Sextons, which he joined in 1984, until it was acquired by 21<sup>st</sup> Century. He joined the board of the holding company in 1998 and was made Chief Executive in October 2005.

#### **Wilson Jennings, Finance Director and Company Secretary**

Wilson Jennings joined 21<sup>st</sup> Century from Isis Research plc, a multi-national market research company where he was Finance Director for five years. In addition to the international experience gained with Isis, he has extensive corporate finance experience with PricewaterhouseCoopers. Wilson was appointed to the board in March 2000.

#### **David Voss, Non-executive Director and Senior Independent Director**

David Voss, who joined the board in March 2002, was formerly Managing Director of PHH Services and PHH Leasing in the UK and a director of Hertz Europe. He was also founder and Managing Director of VELO Ltd, a subsidiary of Dresdner Kleinwort Benson and a director of Kleinwort Benson Limited. He is currently Chairman of Pinpoint Visualisation Limited and a director of Aldous Holdings Limited, Mobile Union Limited, Blue Whale Systems Limited and Frogmill Management Company Limited.

## **The Board and its Committees**

### **The Board**

The board currently comprises two non-executive directors and two executive directors and is responsible for the management of the group. The board meets at least 10 times a year, setting and monitoring group strategy, reviewing trading performance and formulating policy on key issues. Day to day operational decisions are delegated to the senior management team. Key issues reserved for the board include the consideration of potential acquisitions, share issues and fund raising, the setting of group strategy, City public relations and the review and evaluation of significant risks facing the business. Briefing papers are distributed by the Company Secretary to all directors in advance of board meetings. All directors have access to the advice and services of the Company Secretary who is responsible for ensuring that board procedures are followed and that applicable rules and regulations are complied with. The appointment and removal of the Company Secretary is a matter for the board as a whole. In addition, procedures are in place to enable the directors to obtain independent professional advice in the furtherance of their duties if necessary, at the company's expense.

### **The Audit Committee**

The audit committee comprises Peter Ward and David Voss who is its chairman. The audit committee's remit is set out in its terms of reference. The audit committee meets with the auditors at least twice during the year. The audit committee assists the board in ensuring that the group's published financial statements give a true and fair view and that where the auditors provide non-audit services that their objectivity and independence is safeguarded. The audit committee reviews arrangements by which the staff of the company may in confidence raise concerns about possible inappropriateness in the financial reporting of the company or other matters. The audit committee has procedures in place for the investigation and follow up of any such matters reported to it by staff.

### **The Remuneration Committee**

The remuneration committee comprises David Voss and Peter Ward who is its chairman. The committee meets at least once each year. The remuneration committee is responsible for making recommendations to the board on the remuneration of senior executives and all directors.

### **The Nomination Committee**

The nomination committee comprises David Voss and Peter Ward who is its chairman. It meets as necessary and is responsible for making recommendations to the board on the appointments of executive and non-executive directors. When required, it is the usual practice of the nomination committee to employ specialist external search and selection consultants to assist in the appointment process for new executive and non-executive directors.

### **Election and re-election of directors**

All directors of the company are subject to election by shareholders at the first Annual General Meeting following their appointment by the nomination committee. Thereafter each director is subject to re-election by rotation at intervals of no more than three years.

### **Terms of reference**

The terms of reference for the Audit, Remuneration and Nomination Committees are available on request from the Company Secretary and are available for inspection on the company's website.

<http://www.21stplc.com/tor.asp>

## **Current constitutional documents**

Please see the link below for access to the company's Memorandum and Articles of Association

[http://www.21stplc.com/downloads/m\\_as.pdf](http://www.21stplc.com/downloads/m_as.pdf)

### Details of any other exchanges or trading platforms

The company is not listed on any other exchanges or trading platforms

### Number of securities in issue and significant shareholders

#### Allotted, called up and fully paid:

92,228,605 ordinary shares of 10 pence each

As at 21 July 2010, the company has been notified of the following beneficial shareholdings over 3%:

	Ordinary 10p shares	% Holding
Peter Gyllenhammar	27,243,344	29.54%
Northglen Aggressive SPC	8,850,315	9.60%
Hazell Carr Edwards FURB	3,445,000	3.74%
V V Shah	3,300,000	3.58%

### The percentage of AIM securities in issue that are not in public hands

Category	%
Substantial shareholders (over 10% and notified to the company)	29.54%
Directors	6.28%
Total	35.82%

### Details of any restrictions on the transfer of securities

There are no restrictions on the transfer of securities.

### Financial information

Please click on the link below for access to the company's annual and interim financial reports.

[http://www.21stplc.com/annual\\_reports.asp](http://www.21stplc.com/annual_reports.asp)

### Company announcements

Please click on the link below for access to notifications made by the company in the last 12 months.

[http://www.21stplc.com/about\\_us-newsroom.asp](http://www.21stplc.com/about_us-newsroom.asp)

### **Admission document and circulars**

ON 15 April 2005 the company's shares were cancelled from the Official List and the company's shares commenced trading on AIM. No Admission Document was published. There have been no circulars or similar documents issued by the company during the past 12 months.

Please click

<http://www.21stplc.com/Downloads/Schedule1-Pre-admission-announcement.pdf>

for access to the Schedule 1 – Pre-admission Announcement which was forwarded to the London Stock Exchange just prior to the company's move from the Official List to AIM.

### **Advisors**

#### **Brokers and Nominated advisor**

Daniel Stewart & Co  
Becket House  
36 Old Jewry  
London  
EC2R 8DD

#### **Auditors**

Nexus Smith & Williamson  
25 Moorgate  
London  
EC2R 6AY

#### **Solicitors**

Ashurst  
Broadwalk House  
5 Appold Street  
London  
EC2A 2HA

#### **Registrars**

Capita Registrars  
34 Beckenham Road  
Beckenham  
Kent  
BR3 4TU