

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in 21st Century Technology plc, please forward this document and the accompanying Form of Proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

A Form of Proxy for the Annual General Meeting has been posted to all shareholders and should be completed and returned so as to reach the company's registrar no later than 10.30 a.m. on 23 May 2010. Alternatively, you can register your proxy vote electronically, if you are a CREST member, by using the service provided by Euroclear. Further details are given in the notes to this document on page 4. Completion and return of the Form of Proxy will not prevent you from attending and voting at the Meeting in person, should you so wish.

NOTICE IS HEREBY GIVEN that the SIXTEENTH ANNUAL GENERAL MEETING of the company will be held at the company's registered office, Drake Road, Mitcham, Surrey CR4 4HQ on 25 May 2010 at 10.30 a.m., for the following purposes:

As Ordinary Business

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

1. To receive the company's accounts (including the directors' remuneration report) for the financial year ended 31 December 2009, together with the reports of the directors and auditors on those accounts.
2. To reappoint Peter Ward, whose biographical details are set out on page 6 of the company's Annual Report for 2009, who retires by rotation pursuant to article 80 of the company's articles of association, as a director of the company.
3. To reappoint Wilson Jennings, whose biographical details are set out on page 6 of the company's Annual Report for 2009, who retires by rotation pursuant to article 80 of the company's articles of association, as a director of the company.
4. To reappoint Nexia Smith & Williamson as auditors of the company.
5. To authorise the directors to set the remuneration of the auditors.

As Special Business

To consider and, if thought fit, to pass the following resolutions of which numbers 6 and 7 will be proposed as ordinary resolutions and numbers 8, 9 and 10 will be proposed as special resolutions:

6. To approve the directors' remuneration report for the financial year ended 31 December 2009.
7. That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:

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- (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £3,074,286 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £6,148,573, (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the annual general meeting of the company in 2015 or on the fifth anniversary of the passing of this resolution whichever is earlier (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

8. That, subject to the passing of resolution 7 above, the directors be given power pursuant to sections 570 (1) and 573 of the Companies Act 2006 (the "**Act**") to:
- (a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution; and
 - (b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 7(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

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- (ii) in the case of the authorisation granted under resolution 7(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £1,722,032.

and shall expire at the conclusion of the annual general meeting of the company in 2015 or on the fifth anniversary of the passing of this resolution whichever is earlier, save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the directors may allot equity securities, or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

- 9. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.
- 10. That:
 - (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
 - (b) the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

BY ORDER OF THE BOARD

Wilson Jennings
Secretary
9 April 2010

REGISTERED OFFICE:

Drake Road
Mitcham
Surrey CR4 4HQ

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NOTES:

1. **RIGHT TO ATTEND AND VOTE**

Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that in order to have the right to attend and vote at the Annual General Meeting (and also for the purpose of determining how many votes a person entitled to attend and vote may cast), a person must be entered on the register of members of the Company at 6.00 p.m. on 23 May or, in the event of any adjournment, at 6.00 p.m. on the date which is two days before the day of the adjourned meeting. Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. **PROXIES**

Only holders of ordinary shares are entitled to attend and vote at this meeting.

A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, to speak and to vote at the Annual General Meeting. 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 him. A proxy need not be a member of the Company. A form of proxy for the meeting is enclosed.

To be valid any proxy form or other instrument appointing a proxy must be received by post or by hand (during normal business hours only) by our registrar Capita Registrars, Proxies Department, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time appointed for the meeting or any adjournment thereof. If you are a CREST member, see note 3 below.

Completion of a form of proxy, or other instrument appointing a proxy or any CREST Proxy Instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.

3. **CREST ELECTRONIC PROXIES**

Alternatively, if you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service. Further details are contained below.

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 and any adjournment(s) thereof by using the procedures, and to the address, described in the CREST Manual (available via www.euroclear.com/CREST) subject to the provisions of the Company's articles of association. 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 and Ireland Limited's ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether

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it constitutes the appointment of a proxy or 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: RA10) by 10.30 a.m. on 23 May 2010. 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. 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 provider(s) should note that Euroclear 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 provider(s) 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.

4. **CORPORATE MEMBERS**

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.

5. **DOCUMENTS ON DISPLAY**

Copies of executive directors' service agreements, copies of the terms and conditions of appointment of non-executive directors and a copy of the proposed new articles of association of the Company and a copy of the existing memorandum and articles of association marked up to show the changes being proposed in resolution 10 are available for inspection at the Company's registered office (and the current and proposed new articles of association will also be available at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2HA) during normal business hours from the date of this notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the meeting for at least 15 minutes prior to and during the meeting.

6. **TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

As at 8 April 2010 (being the last practicable business day prior to the publication of this notice) the company's issued share capital consists of 92,228,606 ordinary shares of 10 pence each, carrying one vote each. Therefore, the total voting rights in the company as at that date are 92,228,606.

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7. **COMMUNICATION**

You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this Notice of Meeting (or in any related documents including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

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Explanatory notes of special business:

Resolution 6: This resolution is to approve the directors' remuneration report for the financial year ended 31 December 2009. You can find the report on pages 9 to 11 of the company's Annual Report for 2009.

Resolution 7: Your directors may allot shares and grant rights to subscribe for, or convert any security into, shares only if authorised to do so by shareholders. Resolution 7 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares (a) up to an aggregate nominal amount of £3,074,286 and (b) in connection with a rights issue up to an aggregate nominal amount (reduced by allotments under part (a) of the resolution) of £6,148,573.

These amounts represent approximately 33.3 per cent. and approximately 66.6 per cent. respectively of the total issued ordinary share capital of the Company as at 8 April 2010, the latest practicable date prior to publication of this notice. If given, these authorities will expire at the Annual General Meeting in 2015 or the fifth anniversary of the passing of the resolution whichever is the earlier.

As at 8 April 2010 the Company holds no treasury shares

Resolution 8. Your directors also require a power from shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro rata to their holdings. Resolution 8 will be proposed as a special resolution to grant such a (replacement) power. Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £1,722,032 (being nineteen per cent. of the Company's issued ordinary share capital at 8 April 2010, the latest practicable date prior to publication of this notice). If given, this power will expire at the Annual General Meeting in 2015 or the fifth anniversary of the passing of the resolution whichever is the earlier. Your directors will have due regard to institutional guidelines in relation to any exercise of this power, in particular the requirement for advance consultation and explanation before making any non pre-emptive cash issue pursuant to this resolution which exceeds 7.5 per cent. of the Company's issued share capital in any rolling three year period.

Resolution 9 Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 increase the notice period required for general meetings of the Company to at least 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (Annual General Meetings will continue to be held on at least 21 clear days' notice.)

Until the coming into force of the Companies (Shareholders' Rights) Regulations 2009 on 3 August 2009, the Company was able to call general meetings other than an annual general meeting on at least 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 9 seeks the necessary shareholder approval. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

The flexibility offered by this resolution will be used where, taking into account the circumstances, the directors consider this appropriate in relation to the business to be considered at the meeting.

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Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Resolution 10 It is proposed in resolution 10 to adopt new articles of association (the "**New Articles**") in order to update the Company's current articles of association (the "**Current Articles**"). The New Articles primarily take account of changes to law and practice since our Current Articles were last updated, the Companies (Shareholders' Rights) Regulations 2009 and the implementation on 1 October 2009 of the last parts of the Companies Act 2006.

The principal changes introduced in the New Articles are summarised in the Appendix below. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 5 of this document.

Recommendation

Your directors believe that all the proposed resolutions to be considered at the Annual General Meeting as set out in this document are in the best interests of the Company and its shareholders as a whole. Accordingly, your directors unanimously recommend that you vote in favour of them.

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APPENDIX

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. **The Company's objects**

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 (the "**Act**") significantly reduces the constitutional significance of a company's memorandum. The Act provides that, with effect from 1 October 2009, a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in a company. Under the Act, the objects clause and all other provisions which are contained in a company's memorandum, for existing companies at 1 October 2009, are deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further the Act states that, unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are treated as forming part of the Company's articles of association as of 1 October 2009. Resolution 10(a) confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the New Articles also contain an express statement regarding the limited liability of shareholders.

2. **Articles which duplicate statutory provisions**

Provisions in the Current Articles which replicate provisions contained in the Act are in the main amended to bring them into line with the Act.

3. **Authorised share capital and unissued shares**

The Act abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Act, save in respect of employee share schemes.

4. **Redeemable shares**

Under the Companies Act 1985, if a company wished to issue redeemable shares, it had to include in its articles the terms and manner of redemption. The Act has, from 1 October 2009, enabled directors to determine such matters instead provided they are so authorised by the articles. The New Articles contain such an authorisation. The Company has no plans to issue redeemable shares but if it did so the directors would need shareholders' authority to issue new shares in the usual way.

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5. **Voting by proxies on a show of hands**

The Companies (Shareholders' Rights) Regulations 2009 have amended the Act so that it now provides that each proxy appointed by a member has one vote on a show of hands unless the proxy is appointed by more than one member in which case the proxy has one vote for and one vote against if the proxy has been instructed by one or more members to vote for the resolution and by one or more members to vote against the resolution. The New Articles reflect these changes and clarify how the provisions of the Act giving a proxy a second vote on a show of hands would apply to discretionary authorities.

6. **Voting by corporate representatives**

The Companies (Shareholders' Rights) Regulations 2009 have amended the Act in order to enable multiple representatives appointed by the same corporate member to vote in different ways on a show of hands and a poll. The New Articles contain provisions which reflect these amendments.

7. **Notice of general meetings**

The Companies (Shareholders' Rights) Regulations 2009 amend the Act to require the Company to give at least 21 clear days' notice of general meetings unless, in the case of general meetings that are not annual general meetings, the Company offers members an electronic voting facility and a special resolution reducing the period of notice to not less than 14 clear days has been passed. Annual general meetings must continue to be held on at least 21 clear days' notice. The New Articles reflect these new requirements.

8. **Adjournments for lack of quorum**

Under the Act as amended by the Companies (Shareholders' Rights) Regulations 2009, general meetings adjourned for lack of quorum must be held at least 10 clear days after the original meeting. The New Articles reflect this requirement.