

## 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 TG21 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 24 May 2009. 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 FIFTEENTH ANNUAL GENERAL MEETING of the company will be held at the company's registered office, Drake Road, Mitcham, Surrey CR4 4HQ on 26 May 2009 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 2008, together with the reports of the directors and auditors on those accounts.
2. To reappoint David Voss, whose biographical details are set out on page 6 of the company's Annual Report for 2008, who retires by rotation pursuant to article 80 of the company's articles of association, as a director of the company.
3. To reappoint Nexia Smith & Williamson as auditors of the company.
4. 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 5 and 6 will be proposed as ordinary resolutions and numbers 7 and 8 will be proposed as special resolutions:

5. To approve the directors' remuneration report for the financial year ended 31 December 2008.
6. That the directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 (the "Act"), to exercise all the powers of the company to allot relevant securities (within the meaning of section 80(2) of the Act) up to an aggregate nominal amount of £1,722,032, this authority to expire at the conclusion of the annual general meeting of the company in 2014 or on the fifth anniversary of the passing of this resolution, whichever is the earlier (save that the company may before such expiry make any 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 any such offer or agreement as if the authority conferred hereby had not expired), and that all previous authorities of the directors pursuant to section 80 of the Act be and are hereby revoked.

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7. That subject to the passing of resolution 6 above, the directors be and are hereby empowered pursuant to section 95(1) of the Companies Act 1985 (the "Act") to:

- (a) allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred by resolution 6 above; and
- (b) sell relevant shares (as defined in section 94(5) of the Act) in the company if, immediately before the sale, such shares are held by the company as treasury shares (as defined in section 94(3A) of the Act) ("treasury shares") for cash (as defined in section 162D(2) of the Act),

as if section 89(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 and the sale of treasury shares:

- (i) in connection with or pursuant to a rights issue, open offer or other offer of securities in favour of ordinary shareholders where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders but subject to such exclusions or other arrangements as the directors may deem necessary or desirable in relation to fractional entitlements, or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory; and
- (ii) otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £1,722,032

and this power shall expire at the conclusion of the annual general meeting of the company to be held in 2014 or on the fifth anniversary of the passing of this resolution, whichever is the earlier, save that the company may, at any time before the expiry of such power make any offer or enter into any agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after the expiry of such power and the directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if such power conferred hereby had not expired.

8. That the name of the company be changed to 21<sup>st</sup> Century Technology plc.

### BY ORDER OF THE BOARD

Wilson Jennings  
Secretary  
16 April 2009

### REGISTERED OFFICE:

Drake Road  
Mitcham  
Surrey CR4 4HQ

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### NOTES:

#### 1. 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 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. Forms of proxy need to be deposited with the company's registrar, Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 48 hours before the time appointed for the meeting or any adjournment thereof. Completion of a form of proxy will not preclude a member attending and voting in person at the meeting. A form of proxy will be posted to all shareholders and will be enclosed with this notice for shareholders who have requested hard copy 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.

#### 2. Documents on display

Copies of executive directors' service agreements and copies of the terms and conditions of appointment of non-executive directors, are available for inspection at the company's registered office 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 annual general meeting for at least 15 minutes prior to and during the meeting.

#### 3. 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 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 by no later than 10.30 a.m. on 22 May 2008, or, in the event of any adjournment, at 10.30 a.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.

#### 4. Corporate members

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative

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for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – <http://www.icsa.org.uk> – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

### 5. **Total number of shares and voting rights**

As at 15 April 2009 (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.

### 6. **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 5:** This resolution is to approve the directors' remuneration report for the financial year ended 31 December 2008. You can find the report on pages 9 to 11 of the company's Annual Report for 2008.

**Resolution 6:** Under the Companies Act, your directors may only allot shares or grant rights over shares if authorised to do so by shareholders. This resolution will be proposed as an ordinary resolution to grant a new (replacement) authority to allot unissued share capital up to an aggregate nominal value of £1,722,032 representing approximately 19 per cent. of the total issued ordinary share capital as at 15 April 2009. If given, this authority will expire at the conclusion of the company's annual general meeting in 2014 or on the fifth anniversary of the passing of the resolution, whichever is the earlier.

**Resolution 7:** Under the Companies Act, your directors also require additional authority from shareholders to allot shares or grant rights over shares or sell treasury shares (being any shares repurchased by the company and permitted by the Companies Act to be held and dealt with by the company subject to certain limitations rather than cancelled; the company held no such shares as at 15 April 2009) where they propose to do so for cash and otherwise than to existing shareholders in proportion to their holdings. This resolution will be proposed as a special resolution to grant such (replacement) authority. Apart from rights issues, open offers and other similar such offerings, the authority will be limited to the issue of shares and sales of treasury shares for cash up to an aggregate nominal value of £1,722,032 representing approximately 19 per cent. of the total issued ordinary share capital as at 15 April 2009. If given, this authority will expire at the conclusion of the company's annual general meeting in 2014 or on the fifth anniversary of the passing of the resolution, whichever is the earlier.

If passed, resolution nos. 6 and 7 will provide your directors with ongoing flexibility to act in the best interests of shareholders, when opportunities arise, to allot unissued shares and to sell any shares repurchased by the company and held in treasury, in each case up to the amount stated in the relevant resolutions and without having to offer such shares first to existing shareholders (strictly) pro rata their holdings (i.e. on a pre-emptive basis).

**Resolution 8:** Your attention is drawn to the Letter from the Chairman dated 16 April 2009.