

**Notice of Annual General Meeting
21st Century Technology plc
(The "Company")**



Connected systems for connected journeys

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the office of our broker, finnCap Limited, 60 New Broad Street, London EC2M 1JJ at 10.30 a.m. on 30 June 2016 for the purpose of considering and, if thought fit, passing the following resolutions. It is intended to propose resolution 5 as a special resolution. All other resolutions will be proposed as ordinary resolutions.

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 of your shares in the Company, please forward this document and accompanying form of proxy to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice of Annual General Meeting

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

Ordinary resolutions

1. To receive the Company's annual accounts (including the Directors' Remuneration Report) for the financial year ended 31 December 2015, together with the reports of the Directors and auditor thereon.
2. To re-appoint James Cumming, whose biographical details are set out on page 12 of the Company's Annual Report for 2015, who retires by rotation pursuant to article 106 of the Company's Articles of Association, as a Director of the Company.
3. To re-appoint Mazars LLP as auditor of the Company.
4. To authorise the Directors to set the remuneration of the auditor.

Special resolution

5. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By order of the Board

Glenn Robinson

Units 3 & 4 ZK Park
23 Commerce Way
Croydon
Surrey
CR0 4ZS

25 May 2016

Notes:

- (1) 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 28 June 2016 or, in the event of any adjournment, at the date and time which is not more than 48 hours before the day of the adjourned meeting. For the purposes of this calculation any part of a day that is a non-working day is excluded. 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) A form of proxy is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's registrar, being Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF by 10.30 a.m. on 28 June 2016. For the purposes of this calculation any part of a day that is a non-working day is excluded. Appointment of a proxy does not preclude a shareholder from attending the Annual General Meeting and voting in person.
- (3) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one or more proxies (who need not be a member of the Company) to attend, speak and vote on his or her behalf whether by show of hands or on a poll. A shareholder can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him or her. In order to be valid an appointment of proxy (together with any power of attorney or other authority under which it is signed or a notarially certified copy of such power or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the Directors) must be returned by one of the following methods:
 - (a) in hard copy form by post or (during normal business hours only) by courier or by hand to the Company's registrar, being Capita Asset Services, PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF; or
 - (b) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below,

and in each case must be received by the Company by 10.30 a.m. on 28 June 2016, or in the event of any adjournment, at the date and time which is not less than 48 hours before the day of the adjourned meeting. For the purposes of this calculation any part of a day that is a non-working day is excluded.

Notes continued

- (4) 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 thereof by using the procedures described in the CREST Manual. 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 that appropriate action on their behalf.

In order for a proxy appointment, or instruction, made by means of CREST 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 relates to 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: RA10) by the latest time(s) for receipt of proxy appointments specified in this Notice of the Annual General 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.

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 therefore 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 or her 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.

- (5) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertified Securities Regulations 2001.
- (6) 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.
- (7) 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 from the date of this Notice until the close of the Annual General Meeting (excluding Saturdays, Sundays and public holidays) and will be available for inspection at the place of the meeting for at least 15 minutes prior to the meeting as well as during the meeting.
- (8) As at 24 May 2016 (being the last practicable date prior to the publication of this notice) the Company's issued share capital consists of 93,239,755 Ordinary Shares of 6.5p each, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 93,239,755.
- (9) You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in this Notice of the Annual General 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.

Explanatory notes of certain business

Resolution 5

Changes made to the Companies Act 2006 by the Companies (Shareholders' Rights) Regulations 2009 increased 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 5 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.

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.

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 as they intend to do in respect of their own beneficial holdings, amounting in aggregate to 5,007,346 Ordinary Shares, representing approximately 5.4% of the current issued share capital of the Company at the date of this document.