

# **SureTrack Monitoring plc**

17A The Square, Kenilworth, Warwickshire CV8 1EF

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of SureTrack Monitoring PLC (the "Company") will be held at the registered offices on 29<sup>th</sup> July 2011 at 9.30am for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions.

### **ORDINARY RESOLUTIONS**

- 1 To receive and adopt the report of the Directors and the audited financial statements of the Company for the year ended 31 January 2011.
- 2 To re-elect as a Director of the Company William Hiron, who retires by rotation in accordance with Article 124 of the Company's Articles of Association and, being eligible, offers himself for re-election.
- 3 To re-elect, as director of the company, Simon Barrell who was appointed during the year and retires in accordance with Article 131 of the Company's Articles of Association and being eligible offer himself for re-election.
- 4 To re-elect, as director of the company, Brian Wise who was appointed during the year and retires in accordance with Article 131 of the Company's Articles of Association, and being eligible offer himself for re-election
- 5 To re-appoint Crowe Clark Whitehill LLP as auditors of the Company to act until the conclusion of the next Annual General Meeting and to authorise the Directors to determine the remuneration of the auditors.
- 6 That for the purposes of section 551 of the Companies Act 2006 (the "Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 551):
  - 6.1 the Directors be and are generally and unconditionally authorised to allot equity securities (as defined in section 560 of the Act) up to a maximum aggregate nominal amount of £49,601.08 to such persons and at such times and on such terms as they think proper during the period expiring at the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2012 or the date falling 15 months after the passing of this resolution (unless previously revoked or varied by the Company in a general meeting);
  - 6.2 the Company be and is hereby authorised to make, prior to the expiry of such period, any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution; and

- 6.3 this resolution revokes and replaces all unexercised authorities previously granted to the directors pursuant to section 551 of the Act and section 80 of the Companies Act 1985 but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to made pursuant to such authorities.

### SPECIAL RESOLUTION

7. That, subject to the passing of resolution 6 set out in the Notice convening this Meeting, the Directors are empowered in accordance with section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash, pursuant to the authority conferred on them to allot equity securities (as defined in section 560 of the Act) by that resolution, as if section 561 (1) of the Act did not apply to any such allotment, provided that the power conferred by this resolution shall be limited to:
- 7.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
- 7.2 the allotment (otherwise than pursuant to paragraph 9.1 above) of equity securities up to an aggregate nominal value not exceeding £49,601.08

The power granted by this resolution, unless renewed, shall expire at the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2012 and the date falling 15 months after the passing of this resolution, but shall extend to the making, before such expiry, of 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 offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

**Darren Stretton**  
*Company Secretary*

Registered Office:  
17A The Square  
Kenilworth  
Warwickshire,  
CV8 1EF  
27<sup>th</sup> June 2011

## **Notes to the Notice of Annual General Meeting**

### ***Entitlement to attend and vote***

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members 48 hours (excluding non-business days) before the time of the Meeting shall be entitled to attend and vote at the Meeting.

### ***Appointment of proxies***

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the registrars of the Company, Share Registrars Limited on 01252 821 390.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

### ***Appointment of proxy using hard copy proxy form***

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL or by facsimile transmission to 01252 719 232; and
- received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### ***Appointment of proxy by joint members***

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### ***Changing proxy instructions***

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Limited on 01252 821 390.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

9. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL; or
- by facsimile transmission to 01252 719 232. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. In either case, the revocation notice must be received by Share Registrars Limited no later than 48 hours (excluding non-business days) prior to the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

#### **Issued shares and total voting rights**

10. As at 27<sup>th</sup> June 2011, the Company's issued share capital comprised 661,347,670 ordinary shares of £0.01 each. Each ordinary share carries the right to one vote at a General Meeting of the Company and, therefore, the total number of voting rights in the Company as at 27<sup>th</sup> June 2011 is 661,347,670.

#### **Communications with the Company**

11. Except as provided above, members who have general queries about the meeting should telephone Darren Stretton on 01926 863 630 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of general meeting; or any related documents (including the chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

#### **CREST**

12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting and any adjournment(s) 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 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 specification and must contain the information required for such instructions, as described in the CREST Manual (available via [euroclear.com/CREST](http://euroclear.com/CREST)).

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: 7RA36) by the latest time(s) for receipt of proxy appointment specified above. 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 Euroclear UK & Ireland Limited 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 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 CREST 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.

Explanatory notes

## **Notice of Annual General Meeting (“AGM”) of SureTrack Monitoring plc (“the Company”)**

### **Ordinary Resolutions**

#### **Annual report and accounts (Resolution 1)**

Shareholders will be asked to receive and consider the annual report and accounts for the year ended 31 January 2011.

#### **Reappointment of Directors (Resolutions 2, 3 and 4)**

Messrs Hirons, Barrell and Wise are retiring as directors in accordance with the Company's articles of association and offering themselves for re-election. Article 124 of the Company's articles of association requires one-third of the directors to retire by rotation who may offer themselves for re-election at the AGM and Article 131 requires directors appointed by the board to retire at the annual general meeting following their appointment at which they are eligible for re-election.

Following formal performance evaluation of the Board and individual appraisal, the directors continue to be effective and demonstrate commitment to the role. The remaining directors therefore unanimously recommend that each of these directors be re-elected as a director of the Company

#### **Auditors (Resolution 5)**

The Company is required at each general meeting at which accounts are presented to appoint auditors to hold office until the next such meeting. Crowe Clark Whitehill LLP have indicated their willingness to continue in office. Accordingly, Resolution 5 reappoints Crowe Clark Whitehill LLP as auditors to the Company and authorises the Directors to fix their remuneration.

#### **Authority of Directors to allot shares (Resolution 6)**

The directors are currently authorised to allot relevant securities of the Company, but their authorisation ends on the date of the annual general meeting. This resolution seeks to renew the directors' authority to allot shares. Upon the passing of Resolution 6 the Directors will have authority to allot up to 99,202,160 shares, which is approximately 15% of the current issued share capital. This authority will expire immediately after the next annual general meeting following the resolution being passed or, if earlier, 15 months following the resolution being passed.

The directors have no present intention of exercising this authority. The purpose of giving the directors this authority is to maintain the Company's flexibility to take advantage of any appropriate opportunities that may arise.

## **Special Resolution**

### **Disapplication of pre-emption rights (Resolution 7)**

This resolution, which will be proposed as a special resolution, seeks to renew the authority conferred on the directors at last year's annual general meeting to issue equity securities of the Company for cash without first offering them to existing shareholders in proportion to their existing shareholdings. Other than in connection with a rights or other similar issue or scrip dividend (where difficulties arise in offering shares to certain overseas shareholders and in relation to fractional entitlements) the authority contained in this resolution will be limited to an aggregate nominal value of £49,601.08 which represents 15% of the Company's issued ordinary share capital. This authority will expire immediately after the next annual general meeting following the resolution being passed or, if earlier, 15 months following the resolution being passed.

The directors have no present intention of exercising this authority.

### **Action to be taken**

You will find enclosed a form of proxy for use at the AGM. Please complete, sign and return the enclosed form as soon as possible in accordance with the instructions printed thereon, whether or not you intend to be present at the AGM. Forms of proxy should be returned so as to be received by 22<sup>nd</sup> July 2011, or as soon as possible and in any event no later than 48 hours (excluding non-business days) before the time appointed for holding the AGM.

### **Recommendation**

Your Directors consider that the proposals described in this letter are in the best interests of shareholders as a whole and unanimously recommend shareholders to vote in favour of all the Resolutions to be proposed at the AGM, as they intend to do in respect of their own beneficial holdings, amounting in aggregate to 120,038,810 shares, representing approximately 18.2 per cent. of the Company's issued share capital.