

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action to be taken, you should consult your stockbroker or other financial advisor authorised pursuant to the Financial Services and Markets Act 2000 immediately.

If you have sold or transferred all of your ordinary shares in SureTrack Monitoring Plc (the “Company”), please forward this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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## **SURETRACK MONITORING PLC**

*(incorporated in England and Wales under company number 06214926)*

### **NOTICE OF**

### **2013 ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting (the “AGM”) of the Company to be held at 200 Strand, London, WC2R 1DJ on 5 December 2013 at 11:00am is set out on pages 4 to 5 of this document. A Form of Proxy is also attached at the end of this document for use at the AGM. Forms of Proxy should be completed and returned to the Company’s Registrars, Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL as soon as possible and in any event so as to be received not later than 48 hours before the time fixed for the AGM.



Registered Office:  
3<sup>rd</sup> Floor  
33 Queen Street  
London  
EC4R 1BR

11 November 2013

**To the Shareholders and, for information only, to the Option Holders and Warrant Holders**

**Notice of Annual General Meeting**

Dear Shareholder,

I am writing to explain the resolutions to be proposed at this year's Annual General Meeting ("AGM") which is to be held at 11:00 am on 5 December 2013 at the offices of Kerman & Co LLP, 200 Strand, London, WC2R 1DJ. The resolutions are set out in the Notice of Annual General Meeting on pages 4 to 5 of this document.

**Ordinary business at the AGM**

Resolution 1 – Annual Report and Accounts

This is an ordinary resolution to receive and consider the Company's Annual Accounts for the period ended 31 March 2013 together with the reports of the Directors and the auditors of the Company for those accounts.

Resolutions 2 and 3 – Re-appointment of Directors

The Board recommends the re-appointment of Hamish Harris and Daniel Maling, who were both appointed as Directors since the last Annual General Meeting. Each of them, being eligible, offers himself for re-appointment.

Resolution 4 – Re-appointment of Director

The Board recommends the re-appointment of Simon Barrell, who retires by rotation in accordance with the articles of association of the Company and being eligible, offers himself for re-appointment.

Resolution 5 - Auditors' reappointment and remuneration

The resolution relating to the auditors' re-appointment and remuneration..

**Special business at the AGM**

Resolution 6 – Section 551 authority

This is an ordinary resolution authorising the Directors to allot and issue ordinary shares and grant rights to subscribe for shares up an aggregate nominal value of £5,000,000. The authority will expire at the commencement of the next Annual General Meeting following this meeting.

Resolution 7 – Section 570 authority and dis-application of Section 561(1)

This is a special resolution authorising the Directors to issue equity securities wholly for cash on a non pre-emptive basis pursuant to the authority conferred by resolution number 6 above. This will allow the Board to allot shares without recourse to the Shareholders so that it can move quickly from time to time as it deems appropriate. This authority will expire at the commencement of the next Annual General Meeting following this AGM.

### **Form of Proxy**

A Form of Proxy for use at the AGM is enclosed. Please complete and sign the Form of Proxy and return it to the Company's Registrars, Share Registrars Limited, so as to arrive no later than 48 hours before the time fixed for the AGM.

The return of the Form of Proxy will not, however, prevent you from attending the AGM and voting in person should you wish to do so.

### **Board Recommendation**

The Board considers that each of the ordinary resolutions and the special resolution are in the best interests of the Company and its Shareholders as a whole and it unanimously recommends to Shareholders that they should vote in favour of each of them as the Board intend to do so in respect of the ordinary shares held by them.

Yours faithfully

**Simon Barrell**  
Director

## SURETRACK MONITORING PLC

*(incorporated and registered in England and Wales no. 06214926)*

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the "AGM") of SureTrack Monitoring plc ("the Company") will be held on 5 December 2013 at 11:00 a.m. at the offices of Kerman & Co LLP, 200 Strand, London, WC2R 1DJ for the purpose of considering and, if thought fit, passing the following resolutions, of which resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolution 7 as a special resolution:

#### ORDINARY BUSINESS

- Resolution 1: To receive and consider the Annual Accounts of the Company for the period ended 31 March 2013 together with the Directors' Report and Auditors' Report therein.
- Resolution 2: To re-appoint Hamish Harris, who was appointed as a Director of the Company following the last Annual General Meeting, as a Director of the Company.
- Resolution 3: To re-appoint Daniel Maling, who was appointed as a Director of the Company following the last Annual General Meeting, as a Director of the Company.
- Resolution 4: To re-appoint Simon Barrell, who retires by rotation in accordance with article 124 of the Company's Articles of Association, as a Director of the Company.
- Resolution 5: To re-appoint Crowe Clark Whitehill LLP as auditors of the Company to act as such until the conclusion of the next Annual General Meeting of the Company at which the accounts are laid before the members and to authorise the Directors of the Company to fix their remuneration.

#### SPECIAL BUSINESS

- Resolution 6: THAT, in accordance with section 551 of the Companies Act 2006 ("CA 2006"), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (the "Rights") up to an aggregate nominal amount of £5,000,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make offer(s) or enter agreement(s) 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 in pursuance of such offers or agreements notwithstanding that the authority conferred by this resolution has expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.
- Resolution 7: THAT, conditional on the passing of Resolution 6 above, and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 6 or by way of a sale of treasury shares, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors

may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

- (b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £5,000,000;

and provided that this power shall expire on the conclusion of the next Annual General Meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Simon Barrell  
Company Secretary

11 November 2013

Registered office:  
3rd Floor  
33 Queen Street  
London  
EC4R 1BR

*Notes:*

- 1 A member of the Company entitled to attend, speak and vote at the meeting convened by this notice may appoint one or more proxies to attend, speak and vote in his place. A proxy need not be a member of the Company. A Form of Proxy is enclosed for use at this AGM.
- 2 Completing and returning a Form of Proxy does not preclude a member from attending and voting at the AGM.
- 3 To be valid, a Form of Proxy and, if applicable, any authority under which it is signed, or a notarially certified copy of such authority must be lodged at Share Registrars Limited, Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL no later than 11.00 a.m. on 3 December 2013. A Form of Proxy is enclosed.
- 4 For the purposes of determining who is entitled to attend or vote (whether on a show of hands or a poll) at the AGM a person must be entered on the register of members not later than 11.00 a.m. on 3 December 2013 or if the AGM is adjourned, you must be entered on the register at 3 December 2013 on the date which is two days prior to the date of any adjourned AGM.
- 5 In the case of joint holders of shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 6 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, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.
- 7 As at the close of business on 8 November 2013 (the last business day prior to the publication of this Notice), the Company's issued ordinary share capital comprised 306,276,755 ordinary shares of 0.05p 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 the time and date given above is 306,276,755.