

Capcon Holdings plc
Notice of meeting

Notice is hereby given that the annual general meeting of the shareholders of Capcon Holdings plc will be held at the offices of Vantis Plc at 82 St John Street, London, EC1M 4JN on 23rd March 2010 at 12:30p.m. for the following purposes:

Ordinary business

- 1 To receive and adopt the financial statements and the reports of the directors and of the auditors for the year ended 30 September 2009.
- 2 To re-elect Paul Jackson, who retires in accordance with the requirements of the Articles of Association of the Company, as a director of the Company.
3. To re-appoint Alex Borrelli, who retires in accordance with the requirements of the Articles of Association of the Company, as a director of the Company.
- 4 To re-appoint BDO LLP as auditors and authorise the directors to fix their remuneration.

Special business

- 5 To consider and, if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

That for the purposes of Section 80 of the Companies Act 1985 (the “Act”) the directors be and are hereby generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £83,197 such authority to expire on the earlier of fifteen months following the date upon which this resolution was passed and the conclusion of the Annual General Meeting of the Company next following the date upon which this resolution was passed unless renewed, varied or revoked by the Company in general meeting provided that the Company may at any time before the expiry, variation or revocation of such authority make offers or agreements which will or might require relevant securities to be allotted after the expiry, variation or revocation of such authority and the directors may allot relevant securities pursuant to such offer or agreement as if such authority had not expired or been varied or revoked. This authority shall replace all existing authorities conferred on the directors in respect of the allotment of relevant securities to the extent that the same have not previously been utilised.

- 6 To consider and, if thought fit, pass the following resolution as a Special Resolution of the Company:

That:

- (A) the directors of the Company be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred on them for the purposes of Section 80 of the Act by an ordinary resolution of the Company of even date herewith as if Section 89(1) of the Act did not apply to any such allotment, provided that this power will be limited:
 - (i) to the allotment of equity securities for cash in connection with any offer by way of rights to holders of ordinary shares in the capital of the Company notwithstanding that, by reason of such exclusions or other arrangements as the directors may deem necessary or desirable to deal with legal or other problems arising in any overseas territory, in connection with fractional entitlements, record dates or otherwise howsoever, the equity securities to be allotted are not offered to all such holders in proportion to the respective number of ordinary shares held by them;
 - (ii) to the allotment (otherwise than pursuant to paragraph (i) above) of equity securities for cash up to an aggregate nominal value of £17,520;
- (B) the power conferred by paragraph (A) of this resolution (the “Section 95 Power”) will expire at the earlier of the conclusion of the next Annual General Meeting following the date on which this resolution was passed or fifteen months following the date upon which this resolution was passed;
- (C) the Section 95 Power will enable the Company to make an offer or agreement that would or might require equity securities to be allotted after such power expires and the directors may allot equity securities in pursuance of any such offer or agreement made within the limits prescribed in paragraph (A) above as if the power hereby conferred had not expired; and
- (D) the Section 95 Power will replace all existing powers granted to the directors to allot equity securities as if the said Section 89(1) of the Act did not apply to the extent that the same have not been previously utilised.

By order of the Board

C J Cavender
Secretary
27 January 2010

Note

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to attend, speak and vote instead of him. A member may only appoint more than one proxy if each proxy is appointed to exercise the voting rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to the same shares. A proxy need not be a member of the Company.
2. A pre-paid form of proxy is enclosed for use by holders of ordinary shares. Completion of a form of proxy or any CREST Proxy Instruction (as described in paragraph 5 below) will not prevent a holder of ordinary shares from attending, speaking and voting at the Meeting should he or she so wish.
3. To be valid, forms of proxy must be lodged with Capita Registrars, Proxies Department, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time appointed for holding the Meeting.
4. As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, members who hold shares in uncertificated form must be entered on the Company's register of members at 12:30 p.m. on 21 March 2010 in order to be entitled to attend, speak and/or vote at the meeting in respect of the number of shares registered in their name at such time. Changes to entries on the register of members after that time will be disregarded in determining the rights of any person to attend and/or vote at the meeting.
5. 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 CRESTCo's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 (RA10) by 12:30 p.m. on 21 March 2010. 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 Application 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.
6. 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 message. 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
7. 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.
8. As at 26 January 2010 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 11,680,292 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 26 January 2010 was 11,680,292.