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If you have sold or otherwise transferred all of your Existing Ordinary Shares in 21st Century Technology plc, please forward this document as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. However, this document should not be distributed, forwarded or transmitted in or into any jurisdiction in which such an act would constitute a breach of the relevant laws of such jurisdiction. If you have sold only part of your holding of Existing Ordinary Shares in 21st Century Technology plc, you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), Existing Ordinary Shares or an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for), New Ordinary Shares. This document does not contain an offer of transferrable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA.

Application will be made for the New Ordinary Shares, to be admitted to trading on AIM, with dealings expected to commence on 3 December 2019. The New Ordinary Shares will rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive all dividends and other distributions declared, made or paid on or after the date on which they are used or transferred (as appropriate).

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the UK Listing Authority. Neither the London Stock Exchange nor the UK Listing Authority has examined or approved the contents of this document.

21st Century Technology plc

(Incorporated and registered in England and Wales with registered number 02974642)

Share Reorganisation Change of name and Notice of General Meeting

You are recommended to read the whole of this document but your attention is drawn to the letter from the Chairman of the Company, which is set out on pages 5 to 8 of this document and which provides details of, *inter alia*, the Share Reorganisation and the Change of Name and recommends you to vote in favour of the Resolutions to be proposed at the General Meeting.

The Directors, whose names appear on page 5 of this document, accept responsibility for the information contained in this document including individual and collective responsibility for compliance with the AIM Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

This document contains notice of a general meeting of the Company to be held at the offices of WH Ireland Limited, 24 Martin Lane, London, EC4R 0DR at 10.30 a.m. on 2 December 2019, at which the Resolutions will be put to holders of Ordinary Shares. The Resolutions are set out at the end of this document. For this general meeting, you will not receive a form of proxy in the post. Instead, you will find instructions in the “notes” to Notice of Meeting to enable you to vote electronically and how to register to do so. To register, you will need your Investor Code, which can be found on your share certificate. Submission of a proxy vote will not preclude you from attending and voting at the GM in person and you may request a paper form of proxy from our Registrar, Link Asset Services. Proxy votes should be submitted as early as possible and in any event by no later than 10.30 a.m. on 28 November 2019, being 48 hours before the time appointed for the holding of the General Meeting. A copy of this document is available at the Company’s website at www.21stplc.com. Neither the content of the Company’s website nor any website accessible by hyperlinks to the Company’s website is incorporated in, or forms part of, this document.

This document is dated 13 November 2019.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Despatch of this document to Shareholders	13 November 2019
Latest time and date for voting	10.30 a.m. on 28 November 2019
General Meeting	10.30 a.m. on 2 December 2019
Record Date for the Share Reorganisation	6 p.m. on 2 December 2019
Admission and dealings in the New Ordinary Shares expected to commence on AIM	3 December 2019
Expected date for CREST accounts to be credited for the New Ordinary Shares to be held in uncertificated form	3 December 2019
Despatch of definitive share certificates in respect of the New Ordinary Shares to be held in certificated form, if applicable	by 10 December 2019

Notes

1. Each of the times and dates above are indicative only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.
2. All of the above times refer to London time unless otherwise stated.
3. Some of the events listed in the above timetable in relation to the Share Reorganisation are conditional on the passing at the General Meeting of the Resolutions.

SHARE REORGANISATION STATISTICS

Number of Existing Ordinary Shares at the date of this document	93,239,755
Number of Existing Ordinary Shares at the Record Date	93,240,000
Consolidation ratio	One New Ordinary Share for every 4,000 Existing Ordinary Shares
Number of New Consolidated Ordinary Shares	23,310
Subdivision of each New Consolidated Ordinary Share	into 250 New Ordinary Shares and 3,750 Deferred shares
Number of New Ordinary Shares immediately following the Share Reorganisation	5,827,500
ISIN number for the New Ordinary Shares	GB00BKP51V79
SEDOL number for the New Ordinary Shares	BKP51V7

DEFINITIONS

“Admission”	the admission of the New Ordinary Shares, in issue immediately following the Share Reorganisation, to trading on AIM becoming effective in accordance with the AIM Rules
“Act”	the Companies Act 2006 (as amended)
“AIM”	AIM, a market operated by London Stock Exchange plc
“AIM Rules”	the AIM Rules for Companies as published by London Stock Exchange from time to time
“Articles”	the articles of association of the Company
“Board” or “Directors”	the directors of the Company whose names appear on page 5 of this document
“Change of Name”	the change of name of the Company from 21st Century Technology plc to Journeo plc
“Circular”	this document
“Company” or “21st Century”	21st Century Technology plc, a company incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02974642
“Consolidation”	the proposed consolidation of every 4,000 Existing Ordinary Shares into one New Consolidated Ordinary Share
“CREST”	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear which facilitates the transfer of title to shares in uncertificated form
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755)
“Deferred Shares”	the deferred shares of 6.5 pence each in the capital of the Company resulting from the Sub-division
“Enlarged Share Capital”	the entire issued ordinary share capital of the Company immediately following Admission
“Existing Ordinary Shares”	the 93,239,755 Ordinary Shares in issue immediately prior to the date of this document, all of which are admitted to trading on AIM
“General Meeting” or “GM”	the general meeting of the Company convened for 10.30 a.m. on 2 December 2019, the notice convening which is set out at the end of this document
“Group”	the Company, its subsidiaries and its subsidiary undertakings
“London Stock Exchange”	London Stock Exchange plc
“New Consolidated Ordinary Shares”	the new ordinary shares of £260 each in the capital of the Company resulting from the Consolidation
“New Ordinary Shares”	the new ordinary shares of 6.5 pence each in the capital of the Company resulting from the Sub-division
“Ordinary Shares”	ordinary shares of 6.5 pence each in the capital of the Company

“Record Date”	the record date for the Share Reorganisation being 6.00 p.m. on 2 December 2019 (or such other date and time as the Directors may determine)
“Resolutions”	the ordinary resolution and the special resolutions to be proposed at the GM to be held pursuant to the notice set out at the end of this document
“Shareholders”	holders of issued Ordinary Shares (excluding the Company)
“Share authorities”	the share authorities to be approved at the General Meeting as described in paragraph 5 of the Chairman’s Letter
“Share Reorganisation”	together the proposed Consolidation and the proposed subsequent Sub-division
“Sub-division”	the proposed sub-division of each New Consolidated Ordinary Share into 250 New Ordinary Shares and 3,750 Deferred Shares

LETTER FROM THE CHAIRMAN

21st Century Technology plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 02974642)

Directors:

Mark Elliott *(Non-Executive Chairman)*
Russ Singleton *(Chief Executive Officer)*
Nick Lowe *(Chief Financial Officer)*
James Cumming *(Non-Executive Director)*

Registered Office:

12 Charter Point Way
Ashby-de-la-Zouch
Leicestershire
LE65 1NF

13 November 2019

To the holders of the Existing Ordinary Shares,

Dear Shareholder,

**Share Reorganisation
Change of name
and
Notice of General Meeting**

1. Introduction

The Company has today announced details of a proposed Share Reorganisation, Change of Name and Directors' authorities to allot New Ordinary Shares. The purpose of this document is to provide you with the background and reasons for these proposals and to give you notice of the General Meeting at which Resolutions necessary to effect them are to be proposed.

2. Background to and reasons for the Share Reorganisation

The Company's share price has been below the nominal value of its Existing Ordinary Shares for some time. Under the Act a company is prohibited from issuing new shares at a price less than the nominal value. As at 11 November 2019, the latest practical date prior to publication of this Circular, the market price of the Company's Ordinary Shares was below their nominal value and therefore at present the Company is restricted as to how it can use its shares.

At close of business on 11 November 2019, the latest practical date prior to publication of this Circular, the Company had 3,395 Shareholders of which 2,669 had shareholdings of less than 4,000 shares. These 2,669 Shareholders account for 78.6 per cent. of the Shareholders by number, but represent only 3.6 per cent. of the total number of Existing Ordinary Shares.

At the closing bid price of 3.5 pence on 11 November 2019, the latest practical date prior to the publication of this Circular, the market value of 4,000 shares was £140. The Directors consider that should a Shareholder with 4,000 shares or less choose to sell their shares, the proceeds may be significantly reduced by the dealing costs of selling. Therefore the Directors recognise that for small Shareholders it may be uneconomic for them to dispose of their shares. The Share Reorganisation will allow small Shareholders to realise value for their shares free of dealing costs.

Another benefit of the Share Reorganisation is it will allow the Company to reduce certain costs associated with maintaining a large shareholder register in particular printing, postage and registrars' costs.

For the reasons set out above, the Directors are proposing to reorganise the Company's share capital on the terms set out below.

3. Details of the Share Reorganisation

Under the Share Reorganisation, 245 new Ordinary Shares will be issued, subject to the passing of Resolution 3 and 4, at a price of 6.5 pence per share to ensure that as part of the Share Reorganisation an exact whole number of New Consolidated Ordinary Shares will be issued. Then, the Ordinary Shares in issue at the Record Date will be consolidated into New Consolidated Ordinary Shares on the basis of one New Consolidated Ordinary Share for each 4,000 Ordinary Shares. Each New Consolidated Ordinary Share will then be sub-divided into 250 New Ordinary Shares and 3,750 Deferred Shares.

Most Shareholders will not hold at the Record Date a number of Existing Ordinary Shares that is exactly divisible by the consolidation ratio. The result of the Consolidation, if approved, will be that such Shareholders will be left with a fractional entitlement to a resulting New Consolidated Ordinary Share. Any such fractions as a result of the Consolidation will be aggregated and, following the Sub-division, the Directors will in accordance with the Articles sell the aggregated shares in the market for the benefit of the relevant Shareholders.

The proceeds from the sale of the fractional entitlements shall be distributed pro rata amongst the relevant Shareholders save that where a Shareholder is entitled to an amount which is less than £3 it will (in accordance with the Articles) not be distributed to such Shareholder but will be donated to charity by the Company.

The rights attaching to the New Ordinary Shares will be identical in all respects to those of the Existing Ordinary Shares.

In order to effect the Share Reorganisation, the Company proposes to amend its articles of association and the rights and restrictions attaching to the Deferred Shares are set out in Resolution 4. The Deferred Shares created as a result of the Sub-division will have minimal rights, thereby rendering the Deferred Shares, effectively valueless. The rights attaching to the Deferred Shares can be summarised as follows:

- they will not entitle holders to receive any dividend or other distribution or to receive notice or speak or vote at general meetings of the Company;
- they will have no rights to participate in a return of assets on a winding up until the holders of the ordinary shares have received the amounts paid up or credited as paid up on such shares and the sum of £10,000,000 in respect of each ordinary share held by them respectively;
- they will not be freely transferable;
- the creation and issue of further shares will rank equally or in priority to the Deferred Shares;
- the passing of a resolution of the Company to cancel the Deferred Shares or to effect a reduction of capital shall not constitute a modification or abrogation of their rights; and
- the Company shall have the right at any time to purchase all of the Deferred Shares in issue for an aggregate consideration of £1.

There are no immediate plans to purchase or to cancel the Deferred Shares, although the Directors propose to keep the situation under review.

A copy of the proposed amendments to the articles of association proposed to be adopted by Resolution 4 will be available for inspection at the General Meeting and will be made available free of charge on the Company's website at www.21stplc.com.

Existing share certificates will cease to be valid following the Share Reorganisation. New share certificates in respect of the New Ordinary Shares are expected to be issued by first class post at the risk of the Shareholder within five Business Days of Admission. No certificates will be issued in respect of the Deferred Shares, nor will CREST accounts of Shareholders be credited in respect of any entitlement to the Deferred Shares. No application will be made for the Deferred Shares to be admitted to trading on AIM or any other investment exchange.

A CREST Shareholder will have their CREST account credited with their New Ordinary Shares following Admission, which is expected to be on 3 December 2019.

4. Change of name

To reflect the new direction and reinforce the new branding of the operating companies the Board is proposing to change the name of the Company. Therefore a resolution will be put to the General Meeting to change the Company's name to:

Journeo plc

Under the Act and the Company's Articles, a change of name requires the passing of a special resolution of Shareholders at a general meeting.

If Resolution 5 is approved, the change of name will be effective once Companies House has issued a new certificate on the change of name. This is expected to occur on or around 2 December 2019, being the day of the GM. The tradeable instrument display mnemonic ("TIDM") of the Company is expected to change to "JNEO" effective from 7.00 a.m. on 3 December 2019.

5. Share authorities

Following the Share Reorganisation, the Directors wish to have authority to issue a limited proportion of the Company's issued ordinary share capital without having to seek shareholders' approval. Having such authorities will allow the Company to raise capital or issue shares for other reasons quickly and flexibly and without incurring the time and expense of convening a general meeting. The Directors believe that at the current time authorities in respect of 50 per cent. of the Company's issued ordinary share capital will provide the Company with a reasonable capacity to issue shares. Shareholder approval is being sought for these Share authorities by way of Resolutions 6 and 7.

6. General Meeting

You will find at the end of this document a notice convening a General Meeting of the Company to be held at the offices of WH Ireland Limited, 24 Martin Lane, London, EC4R 0DR at 10.30 a.m. on 2 December 2019 at which the following resolutions will be proposed:

Resolution 1, an ordinary resolution to grant the directors authority pursuant to section 551 of the Act to issue 245 Ordinary Shares to facilitate the Share Reorganisation.

Resolution 2, a special resolution to grant the directors authority to disapply pre-emption rights pursuant to section 570 of the Act pursuant to section 551 of the Act to order to issue 245 Ordinary Shares to facilitate the Share Reorganisation.

Resolution 3, an ordinary resolution the passing of which is conditional on the passing of Resolutions 1, 2 and 4, will propose that:

- (a) each of the Existing Ordinary Shares to be consolidated into New Consolidated Ordinary Shares of £260 each on the basis that every 4,000 Existing Ordinary Shares will be consolidated into one New Consolidated Ordinary Share. The treatment of any fractions arising as a result of the Consolidation is explained in paragraph 3 above; and
- (b) the New Consolidated Ordinary Shares of £260 each to be subdivided into 250 New Ordinary Shares of 6.5p each and 3,750 Deferred Shares of 6.5p each.

Resolution 4, a special resolution the passing of which is conditional on the passing of Resolutions 1, 2 and 3 will propose that the amendment of the articles of association of the Company to reflect the rights and restrictions attaching to the Deferred Shares (as set out in paragraph (ii) of Resolution 3 in the notice of GM).

Resolution 5, a special resolution, will propose that the name of the Company be changed to Journeo plc. Resolution 6 an ordinary resolution the passing of which is conditional on the passing of Resolutions 1, 2, 3 and 4 will propose to grant the Directors authority pursuant to section 551 of the Act to allot New Ordinary Shares up to a nominal value of £189,393.75, representing approximately half of the issued ordinary share capital immediately following completion of the Share Reorganisation.

Resolution 7, a special resolution the passing of which is conditional on the passing of Resolutions 1, 2, 3, 4 and 6 to disapply pre-emption rights pursuant to section 570 of the Act. This resolution allows the Directors to allot shares on a non pre-emptive basis, limited to:

- (a) allotments pursuant to offers of shares to existing Shareholders in proportion to their existing holdings subject only to exclusions to deal with fractional entitlements and legal or practical problems in connection with overseas territories; and
- (b) a nominal value of £189,393.75, representing approximately 50 per cent. of the issued ordinary share capital immediately following completion of the Share Reorganisation.

10. Action to be taken

For this general meeting, you will not receive a form of proxy in the post. Instead, you will find instructions in the “notes” to Notice of Meeting to enable you to vote electronically and how to register to do so. To register, you will need your Investor Code, which can be found on your share certificate. Submission of a proxy vote will not preclude you from attending and voting at the AGM in person and you may request a paper form of proxy from our Registrar, Link Asset Services. Proxy votes should be submitted as early as possible and in any event by no later than 10.30 a.m. on 28 November 2019, being 48 hours before the time appointed for the holding of the General Meeting.

11. Recommendation

The Directors consider the Share Reorganisation, the Change of Name and the Share authorities to be in the best interests of the Company and its Shareholders as a whole. Your Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the GM as they intend to do in respect of their own beneficial holdings which, in aggregate amount to 3,007,346 Ordinary Shares representing approximately 3.2 per cent. of the Company’s current issued ordinary share capital.

Yours faithfully

Mark Elliott
Non-Executive Chairman

NOTICE OF GENERAL MEETING

21ST CENTURY TECHNOLOGY PLC

(the “Company”)

(Registered in England and Wales under the Companies Act 1985 with company number: 02974642)

Notice is hereby given that a General Meeting of the Company will be held at the offices of WH Ireland Limited, 24 Martin Lane, London EC4R 0DR at 10.30 a.m. on 2 December 2019 to consider and, if thought fit, pass the following resolutions which will be proposed, in the case of Resolutions 1, 3 and 6 as ordinary resolutions and in the case of Resolutions 2, 4, 5 and 7 as special resolutions (and for the purpose of this Notice words and expressions used or defined in the circular to shareholders of the Company dated 13 November 2019 shall have the same meaning in this Notice):-

Ordinary Resolution

- 1 That subject to and conditional on the passing of Resolutions 3 and 4, the directors of the Company be and they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**Act**”) to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being “**Relevant Securities**”) up to an aggregate nominal amount of £15.93 in respect of the allotment at nominal price of 245 new Existing Ordinary Shares to be included with the Existing Ordinary Shares which are to be consolidated into New Consolidated Ordinary Shares pursuant to Resolution 3 (i), provided that this authority shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

- 2 That, subject to and conditional upon the passing of Resolutions 1, 3 and 4, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by Resolution 1 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £15.93 in respect of the allotment at nominal price of 245 new Existing Ordinary Shares to be included with the Existing Ordinary Shares which are to be consolidated into New Consolidated Ordinary Shares pursuant to Resolution 3 (i) and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Ordinary Resolution

- 3 That, subject to and conditional on the passing of Resolutions 1, 2 and 4:
 - (i). every 4,000 existing ordinary shares of 6.5 pence each in the capital of the Company (“**Existing Ordinary Share**”) whether issued or unissued be consolidated into one new consolidated ordinary share of £260 each (“**New Consolidated Ordinary Share**”) provided that where such consolidation results in any entitlement to fractions of New Consolidated Ordinary Shares, such fractions shall be dealt with by the directors of the Company as they see fit pursuant to the powers under Article 55 of the Articles of Association of the Company; and

- (ii). all of the New Consolidated Ordinary Shares of £260 each in the capital of the Company created by paragraph (i) above of this Resolution 3 be subdivided into 3,750 deferred shares of 6.5p each (“**Deferred Shares**”) and 250 ordinary shares of 6.5p each (“**New Ordinary Shares**”), such Deferred Shares having the rights and being subject to the restrictions as set out in Resolution 4.

Special Resolution

- 4 That, subject to and conditional on the passing of Resolutions 1, 2 and 3, article 3 (Rights attaching to shares) of the existing Articles of Association of the Company shall be deleted and replaced with the following new article 3 namely:

“3. Share Capital

- 3.1 *The ordinary shares shall rank pari passu together as one class.*
- 3.2 *The deferred shares, which save as otherwise provided below shall rank pari passu together as one class:*
- a) *shall not be entitled to any dividends or to any other right or participation in the profits of the Company;*
 - b) *on any return of assets on liquidation, shall confer on the holders thereof an entitlement to receive out of the assets of the Company available for distribution amongst the members (subject to the rights of any new class of shares with preferred rights) the amount paid up or credited as paid up on the deferred shares held by them respectively after (but only after) payment shall have been made to the holders of the ordinary shares of the amounts paid up or credited as paid up on such shares and the sum of £10,000,000 in respect of each ordinary share held by them respectively. The holders of the deferred shares shall have no further right to participate in the assets of the Company;*
 - c) *shall not be entitled to vote upon any resolution of the Company in general meetings and shall not be entitled to receive notice of, attend any general meeting, or be part of the quorum thereof as the holders of the deferred shares;*
 - d) *any reduction of capital involving the cancellation of the deferred shares for no consideration shall not be deemed to be a variation of the rights attaching to them nor a modification or abrogation of the rights or privileges attaching to the deferred shares;*
 - e) *the special rights conferred upon the holders of the deferred shares shall be deemed not to be modified, varied or abrogated by the creation or issue of further shares ranking pari passu with or in priority to the deferred shares and/or which confer on the holders voting rights more favourable than those conferred by the deferred shares and/or by the reduction of capital paid up on deferred shares;*
 - f) *notwithstanding any provisions of these Articles, the holders of the deferred shares shall not be entitled to be issued with a share certificate;*
 - g) *no transfer of any deferred shares shall be permitted save as permitted by Article 3.2(h) below; and*
 - h) *the Company shall have irrevocable authority from each holder of deferred shares at any time to do all or any of the following without obtaining the sanction of the holder or holders of the deferred shares:*
 - i) *to appoint any person to execute on behalf of the holders or any holder of the deferred shares a transfer of all or any part thereof and/or an agreement to transfer the same (without making any payment to the holders of those shares) to such person or persons as the Company may determine and/or to execute any documents which such person may consider necessary or desirable to effect such transfer, in each case without obtaining the sanction of the holder(s) of those shares and without any payment being made in respect of such acquisition;*

- (ii) *to purchase all or any of the shares in accordance with the provisions of the Statutes as relevant without obtaining the sanction of the holder(s) of those shares in consideration of the payment to the holders whose shares are purchased of an amount not exceeding £1 in respect of all the deferred shares then being purchased and to cancel all or any of the deferred shares purchased in accordance with the Statutes; and*
- (iii) *for the purpose of any such purchase, to appoint any person to execute a contract for the sale of any such shares to the Company on behalf of any holder of deferred shares.*

3.3 *Without prejudice to any special rights previously conferred on holders of any existing shares or class of shares, any share in the Company may be issued with such rights (including preferred, deferred or other special rights) or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination, as the Directors may determine)."*

Special Resolution

5 That the name of the Company be changed to Journeo plc.

Ordinary Resolution

6 That subject to and conditional on the passing of Resolutions 1, 2, 3 and 4, and in addition to the authorities and powers provided in Resolutions 1 and 2, but in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**Relevant Securities**") up to an aggregate nominal amount of £189,393.75 representing approximately half of the New Ordinary Shares, to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Special Resolution

7 That, subject to and conditional upon the passing of Resolutions 1, 2, 3, 4 and 6, and in addition to the authorities and powers provided in Resolutions 1 and 2, but in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred upon them by Resolution 6 as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to:

- (i) the allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any, territory; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £189,393.75 representing approximately 50 per cent. of the issued ordinary share capital of the Company,

and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require Relevant Securities or equity securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot Relevant Securities or equity securities (as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

BY ORDER OF THE BOARD

Nick Lowe
(Company Secretary)

Dated: 13 November 2019

Registered office:

12 Charter Point Way
Ashby-de-la-Zouch
Leicestershire
LE65 1NF

Company Number: 02974642

Notes

- 1 Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company.
- 2 Shareholders are recommended to vote their shares electronically at www.signalshares.com. On the home page, search "21st Century Technology Plc" and then register or log in, using your Investor Code. To vote at the AGM, click on the "Vote Online Now" button. Electronic votes and proxy votes should be submitted as early as possible and in any event, to be received by no later than 10.30 a.m. on 28 November 2019. Any power of attorney or other authority under which the proxy is submitted must be sent to the Company's Registrar (Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF) so as to have been received by the Company's Registrars by not later than 10.30 a.m. on 28 November 2019 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).

You are entitled to request a hard copy form of proxy directly from the Registrar, Link Asset Services, whose contact details can be found in Note 9. If a paper form of proxy is requested from the Company's Registrar, it must be completed and sent to the Company's Registrar (Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF) so as to have been received by the Company's Registrars by not later than 10.30 a.m. on 28 November 2019 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).
- 3 The submission of an electronic proxy vote, paper proxy form or any other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below) will not prevent a shareholder attending the General Meeting and voting in person if he/she wishes to do so.
- 4 To be entitled to attend and vote at the General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at close of business on 28 November 2019 (or, in the event of any adjournment, close of business on the date which is two working days before the date of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 5 As at 12 November 2019 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 93,239,755 ordinary shares, carrying one vote each, There are no shares held in treasury. Therefore, the total voting rights in the Company as at 12 November 2019 are 93,239,755.
- 6 To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the Company's agent RA10 no later than 48 hours before the time of the 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. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed voting service providers should contact their CREST sponsor or voting service providers for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST manual. The Company may treat as invalid a proxy appointment sent through CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
- 7 A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.
- 8 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 Non-executive Chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Non-executive Chairman and the Non-executive Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Non-executive 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 (www.icsa.org.uk) for further details of this procedure.
- 9 Except as provided above, shareholders who wish to communicate with the Company in relation to the meeting should do so by calling the Company's registrar on (+44) 871 664 0300 if calling within the United Kingdom or +44 (0) 371 664 0300 if calling from outside the United Kingdom. Lines are open between 9:00am and 5:30pm Monday to Friday. Calls to the helpline from within the United Kingdom cost 12p per minute plus network extras. Calls to the helpline from outside the United Kingdom will be charged at applicable international rates. Calls may be recorded and monitored for security and training purposes; no other methods of communication will be accepted.

