

Annual report for the year ended 31st December 2009

The Directors of Densitron Technologies plc are pleased to announce that the Company's Annual Report for the year ended 31st December 2009 is now available for viewing and download from the Company's website at www.densitron.com. If shareholders have requested that the report continues to be sent to them they should either have received it or will receive it in the next few days. Additional copies of the report are available upon request from the Company's Head Office.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Densitron Technologies plc (the "**Company**") will be held at the offices of Westhouse Securities Limited, 12th Floor, One Angel Court, London, EC2R 7HJ on 30th June 2010 at 11.00 am for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

1. To receive the Directors' Report, the Auditors' Report and the Accounts for the year ended 31st December 2009.
2. To elect Mr J Farrell as a Director, who retires in accordance with the provisions of Article 69 of the Company's articles of association (the "**Articles**").
3. To re-elect Mr T Pearson as a Director, who retires in accordance with the provisions of Article 72 of the Articles.
4. To re-elect Mr G Hayes as a Director, who retires in accordance with the provisions of Article 72 of the Articles.
5. To reappoint BDO LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, which will be proposed as special resolutions:

6. For the purposes of Section 551 of the Companies Act 2006, as amended (the "**Act**") and so that any expressions used in this resolution 6 shall, where relevant, bear the same meaning as in the Act:
 - (i) the Directors be and are hereby unconditionally authorised to exercise all the powers of the Company to allot equity securities, up to an aggregate nominal amount of £1,161,151 to such persons and at such times and on such terms as they think proper during the period commencing on the date of the passing of this resolution and expiring at the close of business of the Annual General Meeting of the Company to be held in 2011; and
 - (ii) the Company be and is authorised to make, prior to the expiry of such period, any offer or agreement which would or might require equity securities to be allotted after the expiry of any such offer or agreement notwithstanding the expiry of the authority given by this resolution,

and this authority shall be in substitution for all subsisting authorities to the extent unused, other than in respect of any allotments made pursuant to offers or agreements made prior to the passing of this resolution.

7. The Directors are empowered pursuant to Section 570 of the Companies Act 2006 (the "**Act**") to allot the equity securities (as defined in Section 560 (1) of the Act) for cash pursuant to the general authority conferred to them by such resolution as if Section 561 (1) of the Act did not apply to such allotment. This authority is limited to: the allotment of equity securities in connection with a rights issue or other offer of securities, open for acceptance for a fixed period by the Directors, to the holders of Ordinary shares on the register on any fixed record date in proportion to their holdings of Ordinary Shares, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions of such securities or the issue and/or transfer and/or holding of any securities in uncertified form or any legal or practical problems arising under the laws of, or the requirements of any regulatory body or stock exchange in any territory.

The authority shall expire at the conclusion of the next Annual General Meeting, save that the Company may, before such expiry, make 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 any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

8. Pursuant to article 8 of the Articles, the Company be and is hereby generally and unconditionally authorised in accordance with Section 701 of the Companies Act 2006 (the "**Act**") to make market purchases (within the meaning of Section 693 (4) of the Act) on the Alternative Investment Market of the London Stock Exchange of ordinary shares of 5 pence each in the capital of the Company ("**Ordinary Shares**") provided that:
 - (i) the maximum number of Ordinary Shares hereby authorized to be purchased is 3,483,455 (being 5% of the issued share capital of the Company at the date of this notice);
 - (ii) the minimum price which may be paid for an Ordinary Share shall be 5 pence (exclusive of expenses);

- (iii) the maximum price which may be paid for an Ordinary Share shall not be more than 5% above the average of the market value of the Ordinary Share for the five business days before the purchase date on which the Ordinary Share is contracted to be purchased; and
- (iv) unless renewed, the authority conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2011 save that the Company may, prior to such an expiry, enter into a contract to purchase shares which will or may be completed or executed wholly or partly after such expiry.

BY ORDER OF THE BOARD

Tim Pearson

Company Secretary
5th Floor
145 Cannon Street
London
EC4N 5BP

21st May 2010

Notes:

1. A form of proxy is enclosed for use by shareholders and, if appropriate, must be deposited with the Company's registrars, being Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, not less than 48 hours before the time of the Annual General Meeting ("AGM"). Appointment of a proxy does not preclude a shareholder from attending the AGM and voting in person.
2. A shareholder entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member 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 authority under which it is executed or a copy of the authority certified notari ally) must be returned by one of the following methods:
 - in hard copy form by post or (during normal business hours only) by courier or by hand to the Company's registrars, being Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU;
 - 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 not less than 48 hours before the time of the meeting.
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM 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 RA 10) by the latest time(s) for receipt of proxy appointments specified in the Notice of 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

4. 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.
5. To be entitled to attend and vote at the AGM (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 6.00 pm on 28th June 2010 (or, in the event of any adjournment at 6.00 pm on the date which is two days before the time 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.

FORM OF PROXY

For the Annual General Meeting of Densitron Technologies plc (the "**Company**") to be held at the offices of Westhouse Securities Limited, 12th Floor, One Angel Court, London, EC2R 7HJ on 30th June 2010 at 11.00 am.

I/We
of
being (a) member(s) of the above-named Company, HEREBY APPOINT the Chairman of the Meeting OR
of
as my/our proxy to vote for me/us on our behalf at the Annual General Meeting of the Company to be held on 30th June 2010 and at any adjournment thereof, on the resolutions referred to or set out in the Notice of the Meeting as indicated below, and on any other business which may properly come before the meeting.

RESOLUTIONS	For	Against
1. To receive the Directors' Report, the Auditors' Report and the Accounts for the year ended 31st December 2009.		
2. To elect Mr J Farrell as a director, who retires in accordance with the provisions of Article 69 of the Company's Articles of Association.		
3. To re-elect Mr T Pearson as a director, who retires in accordance with the provisions of Article 72 of the Company's Articles of Association.		
4. To re-elect Mr G Hayes as a director, who retires in accordance with the provisions of Article 72 of the Company's Articles of Association.		
5. To reappoint BDO LP as Auditors of the Company and to authorise the directors to fix their remuneration.		
6. To authorise the directors to allot shares. (Ordinary Resolution)		
7. To disapply pre-emption rights in certain circumstances. (Special Resolution).		
8. To authorise the directors to make market purchases of the Company's shares. (Special Resolution)		

Signature(s)

Dated this day of 2010

Please indicate by inserting an "X" in the box, how you wish your vote(s) to be cast. In the absence of specific instructions your proxy will vote (or abstain from voting) as he/she thinks fit.

Full Name(s) and address in which shares are registered
(Please use Block Capitals)
of

Please tick here if this proxy is one of multiple appointments being made (see note 2).

Enter the number of shares in relation to which your proxy is authorised to vote or leave blank to authorise your proxy to act in relation to your full voting entitlement

Notes

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of this rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see above) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been used in respect of a designated account for a shareholder, the full voting entitlement for that designated account). A proxy can vote on a show of hands or on a poll.
- 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 in the same envelope.
- The 'Vote Withheld' option above is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of votes 'For' and 'Against' a resolution.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number RA10) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- To be effective, all votes must be lodged not less than 48 hours before the time of the meeting at the office of the Company's registrars at: Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, if appropriate with the power of attorney or other authority under which it is signed or a duly paid certified copy of such power of attorney or authority.
- In the case of a corporation this proxy must be given under its common seal or signed on its behalf by an attorney or officer duly authorised.
- In the case of joint holders the signature of any holder will be sufficient but the names of all the joint holders should be stated. The vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holders.

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BUSINESS REPLY SERVICE
Licence No. RSBH-UXKS-LRBC



PXS
34 Beckenham Road
BECKENHAM
Kent
BR3 4TU

First fold

Third fold
and tuck in flap opposite