

Annual report for the year ended 31st December 2008

The directors of Densitron Technologies plc are pleased to announce that the Company's Annual Report for the year ended 31st December 2008 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 Hanson Westhouse Limited, 12th Floor, One Angel Court, London, EC2R 7HJ on 17th June 2009 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 2008.
2. To re-elect Mr G Falconer as a director, who retires in accordance with the provisions of Article 72 of the Company's articles of association (the "**Articles**").
3. To re-elect Mr R Lane as a director, who retires in accordance with the provisions of Article 72 of the Articles.
4. To reappoint BDO Stoy Hayward LLP as auditors of the Company and to authorise the directors to fix their remuneration.
5. For the purposes of Section 80 of the Companies Act 1985, as amended (the "**Act**") and so that any expressions used in this resolution shall, where relevant, bear the same meaning as in the Act:
 - (a) the directors be and are hereby unconditionally authorised to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act), up to an aggregate nominal amount of £3,516,544 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 2010; and
 - (b) the Company be and is 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 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.

SPECIAL BUSINESS

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

6. The directors are empowered pursuant to Section 95 of the Companies Act 1985 ("the **Act**") to allot the equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the general authority conferred to them by such resolution as if Section 89(1) of the Act did not apply to such allotment. This authority to allot the equity securities is not restricted save that it shall expire at the close of business of the Annual General Meeting of the Company to be held in 2010.
7. Pursuant to article 8 of the Articles, the Company be and is hereby generally and unconditionally authorised in accordance with Section 166 of the Companies Act 1985 (the "**Act**") to make market purchases (within the meaning of Section 163(3) 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:
 - (a) the maximum number of Ordinary Shares hereby authorized to be purchased is 6,966,910 (being 10% of the issued share capital of the Company at the date of the passing of this resolution);
 - (b) the minimum price which may be paid for an Ordinary Share shall be 5 pence (exclusive of expenses);
 - (c) 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

- (d) unless renewed, the authority conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2010 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

Notes:

1. As permitted by regulation 41 of the Uncertificated Securities Regulations 2001, only persons entered on the register of members of the Company not later than 48 hours before the time appointed for the meeting are entitled to attend, speak and vote at the meeting in respect of the number of shares registered in their names at that time. Changes in the share register after such time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. A member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy to exercise all or any rights to attend, speak and vote instead of him. A proxy need not be a member of the Company.
3. Forms of proxy should be either be lodged at or sent to the office of the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, in either case not later than 48 hours before the time of the meeting.
4. Completing and returning the form of proxy will not prevent a member from attending in person at the meeting and voting should the member so wish.
5. If instruction is given to withhold the vote in respect of any resolution, this instruction will be deemed to be neither a vote for or against the resolution.
6. In the case of a corporation, the form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorized in writing.
7. In the case of joint holders, the votes 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 and for this purpose, seniority shall be determined by the order in which the names stand in the register.
8. Any alterations to the form of proxy should be initialled.

FORM OF PROXY

For the Annual General Meeting of Densitron Technologies plc (the "Company") to be held at the offices of Hanson Westhouse Limited, 12th Floor, One Angel Court, London, EC2R 7HJ on 17th June 2009 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 17th June 2009 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 2008.		
2. To re-elect Mr G Falconer as a director, who retires in accordance with the provisions of Article 72 of the Company's Articles of Association.		
3. To re-elect Mr R Lane as a director, who retires in accordance with the provisions of Article 72 of the Company's Articles of Association.		
4. To reappoint BDO Stoy Hayward LLP as auditors of the Company and to authorise the directors to fix their remuneration.		
5. To authorise the directors to allot shares.		
6. To disapply pre-emption rights in certain circumstances. (Special Resolution).		
7. To authorise the directors to make market purchases of the Company's shares. (Special Resolution)		

Signature(s)
Dated this day of 2009

Notes

1. Please indicate with a ✓ in the appropriate spaces 'For' or 'Against'; otherwise the proxy will vote or abstain from voting at his discretion. A direction to vote for the resolution authorizes the proxy to vote in favour of the resolution with or without modification.
2. To be valid this form of proxy and any power of attorney or other authority under which it is signed or a notarially certified copy of such power or authority must be lodged at or sent to the offices of the Company's Registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not later than 48 hours before the time of the meeting.
3. Any alteration made to the form of proxy should be initialled.
4. In the case of a corporation, this proxy must be executed under the corporate seal, or under the hand of a duly authorised officer or attorney.
5. In the case of joint holders, the votes 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 and for this purpose, seniority shall be determined by the order in which the names stand in the register.
6. If it is desired to appoint any person other than the Chairman of the Meeting to act as proxy, delete the reference to the Chairman of the Meeting and insert the name of the desired proxy in the space provided. A proxy need not be a member of the Company.



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Capita Registrars
The Registry
34 Beckenham Road
BECKENHAM
Kent
BR3 4BR

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