



NOTICE OF ANNUAL GENERAL MEETING TIMESTRIP PLC

(Registered Number: 03836605)

(the "Company")

NOTICE is hereby given that the Annual General Meeting (the "meeting") of the Company will be held at Ground Floor, Finsgate, 5-7 Cranwood Street, London, EC1V 9EE on 24th July 2009 at 11.30am 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 and adopt the Report of the Directors and the financial statements for the year ended 31 December 2008.
2. To re-elect Graham Cedric Platts as a Director, who is eligible for re-appointment under the articles of association of the Company and who offers himself for re-election.
3. To re-elect Stephen Vaughan Oakes as a Director, who is eligible for re-appointment under the articles of association of the Company and who offers himself for re-election.
4. To re-appoint Jeffrey's Henry LLP as auditors and to authorise the Directors to re-fix their remuneration.

SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions, of which resolution 5 will be proposed as an ordinary resolution and resolutions 6 and 7 will be proposed as special resolutions:

Ordinary resolution

5.
 - (a) **THAT** the Directors be generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (as defined in the said Section 80) in the capital of the Company up to the aggregate nominal amount of £235,678 for a period of 12 months after the passing of this resolution (unless such authority is previously renewed, varied or revoked by the Company in

General Meeting). The authority hereby conferred shall operate in substitution for and to the exclusion of any previous authority given to the Directors pursuant to Section 80 of the Act.

- (b) **THAT** for the purposes of this resolution, the authority conferred on the Directors pursuant to sub-paragraph (a) above shall allow the Directors to allot relevant securities notwithstanding that such authority has expired if they are allotted in pursuance of an offer or agreement made by the Company before such expiry as if the power conferred hereby had not expired.

Special resolutions

6. **THAT** subject to the passing of the previous resolution, the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Sections 94(2) to 94(3A) of the Act) wholly for cash pursuant to the general authority conferred on them by resolution 5 above (as varied from time to time by the Company in General Meeting) as if Section 89(1) of the Act did not apply to any such allotment and the power hereby conferred shall operate in substitution for and to the exclusion of any previous power given to the Directors pursuant to Section 95 of the Act and shall expire 12 months from the date of the passing of this resolution unless such power is renewed or extended prior to or at such time except that the Company may before the expiry of any power contained in this resolution allot relevant securities notwithstanding that such authority has expired if they are allotted in pursuance of an offer or agreement made by the Company before such expiry as if the power conferred hereby had not expired.

7. **THAT** the articles of association of the Company (the “**Articles**”) be amended as follows:

- (a) by inserting the words “Company Number: 03836605” at the top of the first page of the Articles;
- (b) by inserting the words “(as amended by special resolutions passed on 7 August 2001, 3 November 2004, 25 February 2005, 9 July 2007 and [day] [month] 2009)” after the words “Timestrip plc¹” on the first page of the Articles (with the words “[day] [month]” to be replaced with the day and month of the passing of this resolution);
- (c) by inserting the following articles 104A, 104B and 104C between the existing articles 104 and 105 in the Articles:

104A. The Directors may, provided that the quorum and voting requirements set out below are satisfied, authorise any matter that would otherwise involve a Director breaching his duty under the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

104B. Any Director (including the Director concerned) may propose that the Director concerned be authorised in relation to any matter that is the subject of such a conflict. Such proposal and any authority given by the Directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the Directors

under the provisions of these Articles, except that the Director concerned and any other Director with a similar interest:

(A) shall not count towards the quorum at the meeting at which the conflict is considered;

(B) may, if the other Directors so decide, be excluded from any meeting of the Directors while the conflict is under consideration; and

(C) shall not vote on any resolution authorising the conflict, except that, if he does vote, the resolution will still be valid if it would have been agreed to if his vote had not been counted.

104C. Where the Directors give authority in relation to such a conflict:

(A) the Directors may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the Director concerned and any other Director with a similar interest as it may determine, including, without limitation, the exclusion of that Director and any other Director with a similar interest from the receipt of information, or participation in discussion (whether at meetings of the Directors or otherwise) related to the conflict;

(B) the Director concerned and any other Director with a similar interest will be obliged to conduct himself in accordance with any terms imposed by the Directors from time to time in relation to the conflict;

(C) any authority given by the Directors in relation to a conflict may also provide that where the Director concerned and any other Director with a similar interest obtains information that is confidential to a third party, the Director will not be obliged to disclose that information to the Company, or use that information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;

(D) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and

(E) the Directors may withdraw such authority at any time.

DATED 22ND June 2009

BY ORDER OF THE BOARD



Jonathan Steinberg – Director

Timestrip PLC

Registered office:

Finsgate
5-7 Cranwood Street
London
EC1V 9EE

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that to be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the number of votes they may cast), holders of ordinary shares must be entered on the relevant register of securities by 6.00 p.m. on 22nd July 2009
2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
4. 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. Failure to specify the number of shares each proxy appointment relates to or specifying a number of shares in excess of those held by you on the record date will result in the proxy appointments being invalid.
5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
7. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
8. To appoint a proxy using the proxy form, the form must be completed and signed and deposited at the office of the Company's registrars, Capita Registrars Ltd, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU so as to be received not later than 48 hours before the time appointed for holding the meeting.
9. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars Ltd, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

12. The revocation notice must be received by Capita Registrars Ltd, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU no later than 1 hour before the time appointed for holding the meeting.
13. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - (a) if a corporate member has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the meeting, then, on a poll, those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - (b) if more than one corporate representative for the same corporate member attends the meeting but the corporate member has not appointed the 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 members 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. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative as described in (a) above.