



IdaTech plc
NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this document or the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 ('FSMA').

If you have sold or otherwise transferred all of your registered holding of ordinary shares ('Ordinary Shares') in IdaTech plc ('IdaTech'), please forward this document together with the accompanying form of proxy immediately 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. If you have sold or transferred only part of your registered holding of Ordinary Shares in IdaTech, you should retain this document and the accompanying documents.

Notice of a General Meeting of IdaTech plc to be held at Numis Securities Ltd, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT at 11:00 a.m. (BST) on 30 June 2009. is set out in the enclosed Notice.

Whether or not you intend to be present at the General Meeting, you will find enclosed a form of proxy for use at the General Meeting that you are requested to complete. The form of proxy, to be valid, should be completed, signed and returned to the Company's registrars, Capita Registrars, in accordance with the instructions printed on it so as to be received no later than 11:00 a.m. (BST) on 28 June 2009, being 48 hours before the time appointed for the holding of the meeting. The completion and return of a form of proxy will not preclude Shareholders from attending the meeting and voting in person, should they wish to do so.

IDATECH PLC

(Incorporated in England and Wales with registered number 6260318)

Registered office:
2 Gresham Street
London, EC2V 7QP
United Kingdom

26 May 2009

Dear Shareholder,

ANNUAL GENERAL MEETING

I am pleased to be writing to you with details of our Annual General Meeting ("AGM") which we are holding on 30 June 2009 at 11:00 a.m. BST at the offices of Numis Securities Ltd, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT.

Shareholders, whether or not they propose to attend the General Meeting in person, are requested to complete, sign and return the form of proxy, in accordance with the instructions printed thereon, so as to be received by the Company's registrars, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR, no later than 48 hours before the time of the General Meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the General Meeting in person if they wish to do so.

RESOLUTIONS

Resolutions 1 to 7 inclusive, which will each be proposed as Ordinary Resolutions, deal with the receipt of the report of the Directors and the financial statements of the Company for the period ended 31 December 2008, together with the report of the auditors, the approval of the report on Directors' remuneration and related matters, the election of Directors, the reappointment of PricewaterhouseCoopers LLP as auditors and the authorisation of the Directors to fix their remuneration.

DIRECTORS

Each of James Cooke, Angus Fraser, and Alan Lloyd are subject to approval of elections as Directors by the shareholders. The Board considers that the performance of each of these Directors has, since their appointment, been effective and that they have demonstrated commitment to their roles. Accordingly, it recommends the election of each of them.

POWERS TO ALLOT SHARES AND DISAPPLY PRE-EMPTION RIGHTS

Your Directors may only allot shares or grant rights over shares if authorised to do so by shareholders. Resolution 8 will be proposed as an ordinary resolution to grant a new authority to allot unissued share capital up to an aggregate nominal value of £170,000, representing approximately one third of the current issued ordinary share capital of the Company as at the date of this letter. If given, this authority will expire at the conclusion of the AGM to be held in 2010.

Your Directors also require additional authority from shareholders to allot shares or grant rights over shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. Resolution 9 will be proposed as a special resolution to grant such authority. Apart from rights issues, open offers or any other pro rata offer as mentioned the authority will be limited to the issue of shares for cash up to an aggregate nominal value of £25,700 (being five per cent. of the current issued ordinary share capital of the Company as at the date of this letter). If given, this authority will expire at the conclusion of the AGM of the Company to be held in 2010.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company should have the flexibility conferred by the above authorities to make small issues of shares for cash as suitable opportunities arise. The Board has no present intention of exercising either of these authorities, except in connection with employee share schemes.

NEW ARTICLES OF ASSOCIATION

We are asking shareholders to approve a number of amendments to our Articles of Association, primarily to reflect certain new provisions of the Companies Act 2006 which have already come into force or which are coming into force on 1 October 2009. An explanation of the proposed changes is set out in the explanatory notes on pages 4 and 5 of this document.

RECOMMENDATIONS

Your Board considers that all of the resolutions in the Notice of Annual General Meeting are in the best interests of shareholders as a whole and recommends that you vote in favour of each of them, as each of the Directors who holds shares in the Company, intends to do in respect of his or her own beneficial holdings.

Yours sincerely,

SIR JOHN JENNINGS
CHAIRMAN

INSPECTION OF DOCUMENTS

The proposed new articles of association, and a copy of the existing Articles of Association marked to show the changes being proposed in the Resolution will be available for inspection at the registered office of the Company from 26 May 2009 until the time of the Annual General Meeting.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting ("AGM") of the members of IdaTech plc (the "Company") will be held on 30 June 2009 at 11:00 BST at the offices of Numis Securities Ltd, The London Stock Exchange Building, 10 Paternoster Square, London EC4M 7LT, for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. to receive and adopt the Company's consolidated financial statements and annual report for the financial period ended 31 December 2008;
2. to receive and approve the Directors' remuneration and related matters contained in the annual report of the Company for the financial period ended 31 December 2008;
3. to elect as a Director, James Cooke;
4. to elect as a Director, Angus Fraser;
5. to elect as a Director, Alan Lloyd;
6. to reappoint PricewaterhouseCoopers LLP as auditors of the Company, to hold office until the conclusion of the next general meeting of the Company at which financial statements and reports are laid;
7. to authorise the Directors to fix the remuneration of the auditors until the conclusion of the next general meeting at which financial statements and reports are laid;
8. to authorise the Directors, generally and unconditionally for the purposes of section 80 of the Companies Act 1985, as amended or re-enacted from time to time (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) in the Company up to an aggregate nominal amount of £170,000, being one third of the issued and fully paid up share capital of the Company as at the date of this notice; provided that such authority shall expire on the conclusion of the AGM of the Company to be held in 2010 unless previously renewed, varied or revoked by the Company in a 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 such an offer or agreement as if the authority conferred hereby had not expired; and

SPECIAL RESOLUTION

9. conditional on passing resolution 8 above, to authorise the Directors pursuant to section 95(1) of the Act to allot equity securities (as defined in section 94 of the Act) for cash pursuant to the authority conferred by resolution 8 above as if section 89(1) of the Act did not apply to any such allotment; provided that such power shall be limited to the allotment of equity securities: (i) in connection with a rights issue, open offer or any other pro rata offer in favour of ordinary shareholders and holders of any other class of equity securities where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares and any other class of equity securities held by such holders but subject to such exclusions or other arrangements as the Directors may deem necessary or desirable in relation to fractional entitlements or legal or practical problems arising in, or pursuant to, the laws of any territory or the requirements of any regulatory body or stock exchange in any territory; and (ii) otherwise than pursuant to paragraph (i) of this resolution, up to a maximum aggregate nominal amount of £25,700 (being equal to 5% of the issued ordinary share capital of the Company as at the date of this notice), and such power to expire at the conclusion of the next AGM of the Company to be held in 2010, 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 such an offer or agreement as if the authority conferred hereby had not expired.
10. that the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association.
11. that the new Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company to have effect on and from 1 October 2009 in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

SIR JOHN JENNINGS
CHAIRMAN

Dated: 26 May 2009

NOTES

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those members entered on the Register of Members of the Company at 6:00 p.m. on 28 June 2009 (the 'Specified Time') will be entitled to attend or vote at the General Meeting in respect of the number of shares registered in their name at the time. Changes to entries on the Register of Members after the Specified Time will be disregarded in determining the rights of any person to attend or vote at the General Meeting. Should the General Meeting be adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned meeting. Should the General Meeting be adjourned for a longer period, then to be so entitled, members must have been entered on to the Register of Members at the time which is 48 hours before the time fixed for the adjourned meeting or, if the Company gives notice of the adjourned meeting, at the time specified in such Notice.
2. Members 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 General Meeting. A member 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 member. A proxy need not be a member of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. To appoint more than one proxy you may photocopy the proxy form which accompanies this notice. 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. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by you may result in the appointment being invalid. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Company's Registrar.
3. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4BR not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting.
4. The return of a completed proxy form, or other such instrument or any CREST Proxy Instruction (as described in paragraph 7 below) will not prevent a member attending the General Meeting and voting in person if he/she wishes to do so.
5. As at 22 May 2009 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 51,405,524 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at that date are 51,405,554.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so 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 the appropriate action on their behalf.
7. 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 (ID RA10) by not later than 48 hours before the General 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 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.
8. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that CRESTCo 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. 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.
10. 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 chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder 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 (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder 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 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. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.

Explanatory Notes of Principal Changes to the Company's Articles of Association

The resolution (the 'Resolution') to adopt new articles of association is proposed as a special resolution. This means that for the Resolution to be passed, at least three-quarters of the votes cast must be in favour of the Resolution.

The Resolution has been proposed to adopt new articles of association (the 'New Articles') in order to update the Company's current articles of association (the 'Current Articles') primarily to take account of changes in English company law brought about by the Companies Act 2006.

The principal changes introduced in the New Articles are summarised below. Other changes, which are of a minor, technical or clarifying nature including minor changes to reflect the Companies Act 2006, have not been noted below. The New Articles showing all the changes to the Current Articles are available for inspection, as noted in the letter from the Chairman.

1. THE COMPANY'S OBJECTS

The provisions regulating the operations of the Company are currently set out in the Company's memorandum and articles of association. The Company's memorandum contains, among other things, the objects clause which sets out the scope of the activities the Company is authorised to undertake. This is drafted to give a wide scope.

The Companies Act 2006 significantly reduces the constitutional significance of a company's memorandum. The Companies Act 2006 provides that a memorandum will record only the names of subscribers and the number of shares each subscriber has agreed to take in the company. Under the Companies Act 2006 the objects clause and all other provisions which are currently contained in a company's memorandum, for existing companies at 1 October 2009, will be deemed to be contained in a company's articles of association but the company can remove these provisions by special resolution.

Further, the Companies Act 2006 states that unless a company's articles provide otherwise, a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company is proposing to remove its objects clause together with all other provisions of its memorandum which, by virtue of the Companies Act 2006, are to be treated as forming part of the Company's articles of association as of 1 October 2009.

Resolution 10 confirms the removal of these provisions for the Company. As the effect of this resolution will be to remove the statement currently in the Company's memorandum of association regarding limited liability, the new articles also contain an express statement regarding the limited liability of the shareholders.

2. ARTICLES WHICH DUPLICATE STATUTORY PROVISIONS

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main amended to bring them into line with the Companies Act 2006. Any material changes are discussed further below.

3. CHANGE OF NAME

Currently a company can only change its name by a special resolution. Under the Companies Act 2006 a company will be able to change its name by other means provided for by its articles. To take advantage of this provision, the New Articles enable the directors to pass a resolution to change the Company's name.

4. AUTHORISED SHARE CAPITAL AND UNISSUED SHARES

The Companies Act 2006 abolishes the requirement for a company to have an authorised share capital and the New Articles reflect this. Directors will still be limited as to the number of shares they can at any time allot because allotment authority continues to be required under the Companies Act 2006, save in respect of employee share schemes.

5. REDEEMABLE SHARES

At present if a company wishes to issue redeemable shares, it must include in its articles the terms and manner of redemption. The Companies Act 2006 enables directors to determine such matters provided they are so authorised by the articles. The New Articles contain such authorisation. The Company has no plans to issue redeemable shares but if it did so the Directors would need shareholders' authority to issue new shares in the usual way.

6. AUTHORITY TO PURCHASE OWN SHARES, CONSOLIDATE AND SUB-DIVIDE SHARES, AND REDUCE SHARE CAPITAL

Under the law currently in force a company requires specific enabling provisions in its articles to purchase its own shares, to consolidate and sub-divide its shares, and reduce its share capital or other undistributable reserves as well as shareholder authority to undertake the relevant action. The Current Articles include these enabling provisions. Under the Companies Act 2006 a company will only require shareholder authority to do any of these things and it will no longer be necessary for articles to contain enabling provisions. Accordingly, the relevant enabling provisions have been removed in the New Articles.

7. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The Companies Act 2006 provides that the powers of the directors of a company to make provision for a person employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary may only be exercised by the directors if they are so authorised by the company's articles or by the company in general meeting. The New Articles provide that the directors may exercise this power.

8. USE OF SEALS

A company currently requires authority in its articles to have an official seal for use abroad. After 1 October 2009 such authority will no longer be required. Accordingly the relevant authorisation has been removed in the New Articles.

9. VACATION OF OFFICE BY DIRECTORS

The Current Articles specify the circumstances in which a director must vacate office. The New Articles update these provisions to reflect the approach taken on mental and physical incapacity in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.

10. GENERAL

Generally the opportunity has been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles.

