

Top Ten Holdings Plc

(Incorporated in England and Wales with registered number 2891251)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Top Ten Holdings Plc ("the Company") will be held at The Holiday Inn, Crick, Northampton, NN7 4LP on 27th October 2009 at 10.00 a.m. for the transaction of the following business:

Ordinary Business

To consider, and, if thought fit, pass resolutions 1 to 4 which will be proposed as Ordinary Resolutions and resolution 5 which will be proposed as a Special Resolution:

1. To receive and adopt the report of the directors of the Company and the audited accounts for the Company for the period ended 29th March 2009.
2. To reappoint Alan Harry Weston as a Director of the Company, who retires in accordance with Article 23 of the Company's Articles of Association.
3. To reappoint KPMG Audit plc as auditors of the Company and to authorise the Directors to fix their remuneration.
4. That for the purposes of section 80 of the Companies Act 1985 ("the Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 80) the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities of the Company during the period expiring at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, fifteen months from the date of the passing of this resolution provided that such power be limited to:
 - 4.1 the allotment of up to 2,833,972 Ordinary Shares pursuant to the terms of a warrant instrument of the Company dated 25th April 2008 (the "Warrant Instrument"); and
 - 4.2 the allotment of relevant securities (other than pursuant to paragraph 4.1 above) up to an aggregate nominal amount of £1,889,314 to such persons and at such times and on such terms as they think fit;

and that the Company be and is hereby 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 the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution and so that all previous authorities of the Directors pursuant to the said section 80 be and they are hereby revoked provided that this resolution shall not affect the right of the Directors to allot relevant securities in pursuance of any offer or agreement entered into prior to the date hereof.

5. That subject to the passing of Resolution [4] set out above the Directors be and are empowered in accordance with Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 80 of the Act) by that resolution, as if Section 89 (1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:

- 5.1 the allotment of up to 2,833,972 Ordinary Shares pursuant to the terms of the Warrant Instrument;
- 5.2 the allotment of relevant securities in connection with a rights issue, open offer or equivalent offer in favour of the holders of Ordinary Shares and such other equity securities of the Company as the directors may determine in proportion (as nearly as may be) to their respective holdings or in accordance with the rights attached thereto but subject to such exclusions or other arrangements as the directors may consider necessary or expedient in connection with shares representing fractional entitlements or on account of either legal or practical problems arising in connection with the laws of any territory, or of the requirements of any generally recognised regulatory body or stock exchange in any territory; and
- 5.3 the allotment of equity securities (other than pursuant to paragraphs 5.1 and 5.2 above) for cash up to an aggregate nominal value not exceeding £850,191;

and this power, unless renewed, shall expire at the end of the next annual general meeting of the Company to be held after the date of the passing of this resolution or, if earlier, fifteen months from the date of the passing of this resolution but shall extend to the making, before such expiry, of 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 offer or agreement as if the authority conferred hereby had not expired.

By order of the Board
Gary Bennett
Company Secretary

Registered office:
Unit 8, Verulam Industrial Estate
London Road
St Albans
Hertfordshire AL1 1JF

Dated: 20th September 2009

Notes

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to exercise all or any of its rights to attend, speak and vote instead of him. A member may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
- (2) A Form of Proxy is enclosed for your use if desired. The instrument appointing a proxy must reach the Company's Registrars, Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not less than 48 hours before the time of holding of the meeting.
- (3) As provided by Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company 48 hours before the time set for the Meeting shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
- (4) A copy of the register of Directors' interests in shares in the Company and copies of the Directors' service contracts of more than one year's duration will be available for inspection at the registered office of the Company during business hours only on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this Notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.

Form of Proxy

**Top Ten Holdings Plc
("the Company")
Company Number: 2891251**

For use at the Annual General Meeting of the Company convened for 27th October 2009 at 10.00 a.m.

I/We _____

(BLOCK LETTERS PLEASE)

of

_____ being a member of **Top Ten Holdings Plc**, hereby appoint the Chairman of the meeting, or*

_____ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at The Holiday Inn, Crick, Northampton, NN7 4LP on 27th October 2009 at 10.00 a.m. on the following resolutions, to be submitted to the meeting and at any adjournment thereof, and any other business which may properly come before the meeting and any adjournment thereof.

Please indicate with an 'X' in the appropriate space how you wish your vote to be cast. Unless otherwise instructed, the proxy will vote as he thinks fit or abstain.

Ordinary Resolutions	For	Against	Vote Withheld **
1. To receive and adopt the report of the directors of the Company and the audited accounts for the Company for the period ended 29 March 2009.			
2. To reappoint Alan Harry Weston as a Director of the Company, who retires in accordance with Article 23 of the Company's Articles of Association.			
3. To re-appoint KPMG Audit plc as auditors of the Company and to authorise the Directors to fix their remuneration.			
4. To authorise the Directors generally and unconditionally to allot relevant securities in accordance with Section 80 of the Companies Act 1985 (the "Act") (subject to certain limitations).			
5. Subject to the passing of Resolution 4 above, to authorise the Directors to be empowered pursuant to Section 95 of the Act to allot equity securities for cash as if Section 89(1) of the Act did not apply to any such allotment (subject to certain restrictions).			

Signature _____

Dated _____ day of _____ 2009

* You may, if you wish, in the space provided insert the name(s) of the person(s) of your choice to attend and vote at the meeting on your behalf.

** Please note that if the "Vote Withheld" box is marked with a "X", the Shareholder will not be counted in the calculation of votes "For" and "Against" and the Shareholder will not be taken to have given his/her/their discretion to the Proxy, on how to vote.

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies to exercise all or any of its rights to attend, speak and vote instead of him. A member may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Company.
2. Completion and return of the form of proxy will not preclude ordinary shareholders from attending or voting at the meeting, if they so wish.
3. To be effective, this proxy form must be lodged with the Company's Registrars, Capita Registrars (Proxies), The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, not later than 48 hours before the time of the Meeting, or any adjournment thereof, together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or, where the proxy form has been signed by an officer on behalf of a corporation, a notarially certified copy of the authority under which it is signed.
4. In the case of a joint holding, a proxy need only be signed by one joint holder. If more than one such joint holder lodges a proxy only that of the holder first on the register of members will be counted. Any alterations made in this proxy should be initialled.
5. In the case of a corporation this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised.
6. As provided by Regulation 41 of the Uncertificated Securities Regulations 2001, only those members registered in the register of members of the Company 48 hours before the time set for the Meeting shall be entitled to attend and vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of members after that time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

BUSINESS REPLY SERVICE
Licence No. MB 122



**Capita Registrars
Proxy Department
PO Box 25
The Registry
34 Beckenham Road
Beckenham
Kent
BR3 4BR**